
Space Above Line Reserved For Recorder's Use

1. **Title of Document:** **Agreement to Subordinate to Rental Assistance Demonstration Use Agreement (City)**

2. **Date of Document:** **[Closing Date]**

3. **Grantor(s):** **Park Avenue Housing Development Group, LP**
 Mailing Address: 201 Switzler Street
 Columbia, Missouri 65203
 Attention: Chief Executive Officer

 City of Columbia, Missouri
 701 E Broadway
 Columbia, MO 65205

4. **Grantee(s):** **Secretary of the U.S. Department of Housing and Urban Development**
 Mailing Address: 451 Seventh SW
 Washington, D.C. 20410

5. **Legal description:** **See Exhibit A annexed to the document.**

6. **Reference(s) to Book and Page(s):** **N/A**

Note: This cover page is attached solely for the purpose of complying with the requirements stated in §§59.310.2; 59.313.2 RSMo. of the Missouri Recording Act. The terms “grantor” and “grantee” as used in this Cover Page are for recording and indexing purposes only. The instrument itself refers to the parties by other designations.

AGREEMENT TO SUBORDINATE TO RENTAL ASSISTANCE DEMONSTRATION USE AGREEMENT

Park Avenue Apartments

MO _____

This Agreement to Subordinate to Rental Assistance Demonstration Use Agreement (the "Subordination") is entered into this __ day of _____, 2025, by City of Columbia, Missouri ("City") and Park Avenue Housing Development Group, LP, a Missouri limited partnership (the "Project Owner"), collectively, the "Parties."

WHEREAS, the Project Owner executed both that certain Fourth Deed of Trust in favor of a mortgage trustee for the benefit of the City dated as of _____, 2025, and recorded as of substantially event date herewith in the official records of the County of Boone, State of Missouri and that certain Fifth Deed of Trust to a mortgage trustee in favor of the City dated as of _____, 2025, and recorded as of substantially event date herewith in the official records of the County of Boone, State of Missouri (collectively, the "Subordinate Documents").

WHEREAS, the United States Department of Housing and Urban Development ("HUD") has authorized the conversion of Park Avenue Apartments (the "Project") located upon the real property described on Exhibit "A" attached hereto, from public housing to Section 8 assistance under the Rental Assistance Demonstration ("RAD") program, pursuant to Public Law 112-55; and

WHEREAS, as a condition of the RAD conversion, the Owner executed a Rental Assistance Demonstration Use Agreement dated and recorded as of substantially even date herewith (the "RAD Use Agreement") for the benefit of HUD; and

WHEREAS, HUD requires as a condition of the RAD conversion that the Parties agree to subordinate the Subordinate Documents to the RAD Use Agreement;

NOW THEREFORE, let it be known to all interested parties, that for good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned do hereby agree:

1. So long as the RAD Use Agreement, and all extensions thereto, be in effect, the Subordinate Documents shall in all respects be subordinate.
2. Subordination extends to and continues in effect with respect to any future amendment, extension, renewal, or any other modification of the RAD Use Agreement or the Subordinate Documents.
3. In the event of conflict between/among the Subordinate Documents and the RAD Use Agreement, the RAD Use Agreement controls.
4. The following amendments to the Subordinate Documents requires the prior written consent of HUD: Any amendment to any HUD-required provisions in the Subordinate Documents, an increase in the interest rate, an increase of the total indebtedness, an acceleration of the amortization or

payment schedule, and any changes that would preclude or impair a reasonable opportunity to cure any defaults by the Project Owner under the Subordinate Documents.

5. This Subordination will survive bankruptcy and foreclosure.
6. This Subordination may be signed in counterparts.
7. The invalidity, in whole or in part, of any of the provisions set forth in this Subordination, shall not affect or invalidate any remaining provisions.
8. This Subordination and every covenant hereof shall be binding upon the Parties and their respective successors and assigns. This Subordination shall not be modified or amended except by a written instrument executed by all parties hereto and approved in writing by HUD.
9. All notices or demands hereunder to the parties hereto shall be sufficient if made in writing and (a) delivered in person, (b) deposited in the mail, certified, postage prepaid, or (c) delivered by a recognized overnight carrier (such as Federal Express) and addressed to the parties respectively at their addresses on the cover page to this instrument, as such may be changed by written notice from time to time.

If to City: City of Columbia, Missouri
701 E Broadway
Columbia, MO 65205

If to the Project Owner: Park Avenue Housing Development Group, LP
201 Switzler Street
Columbia, Missouri 65203
Attention: Chief Executive Officer

With copies to: RSEP Holding, LLC
c/o Red Stone Equity Partners LLC
Stone Equity Fund-100, LP
90 Park Avenue, 28th Floor
New York, NY 10016
Attention: General Counsel and President

Red Stone Equity Manager LLC,
c/o Red Stone Equity Partners, LLC
90 Park Avenue, 28th Floor
New York, NY 10016
Attention: General Counsel and President

Affordable Housing Fund III – D LLC
c/o Sugar Creek Realty, LLC
17 West Lockwood Avenue
St. Louis, MO 63119-2931

Attention: Legal Department

If to HUD:

U.S. Department of Housing and Urban Development
451 7th Street, SW
Washington, DC 20410

Notice shall be deemed to be effective upon delivery if hand delivered; forty-eight (48) hours from the date such notice is deposited in the U.S. mail or, one (1) business day from the date such notice is delivered to a recognized overnight carrier for next business day delivery.

[SIGNATURE PAGES TO FOLLOW]

In witness whereof, City has executed this Subordination as of the date first written above.

Witnesses:

Name:

Name:

City:

City of Columbia, Missouri

By: _____

Name: De'Carlton Seewood

Title: City Manager

APPROVED AS TO FORM:

Nancy Thompson, City Counselor/bt

STATE OF MISSOURI

COUNTY OF _____

Personally appeared before me, the undersigned authority in and for the said county and state, on this ____ day of _____, 2025, within my jurisdiction, the within named _____, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed in the above and foregoing instrument and acknowledged that he executed the same in his representative capacity, and that by his signature on the instrument, and as the act and deed of the entity upon behalf of which he acted, executed the above and foregoing instrument, after first having been duly authorized so to do.

Notary Public

My commission expires: _____

In witness whereof, the Project Owner has executed this Subordination as of the date first written above.

WITNESSES:

Print Name:

Print Name:

PROJECT OWNER:

PARK AVENUE HOUSING DEVELOPMENT GROUP, LP, a Missouri limited partnership

By: Park Avenue Housing GP, LLC, a Missouri limited liability company, general partner

By: Columbia Community Housing Trust, a Missouri nonprofit corporation, sole member

By: _____
Bob Hutton, President

STATE OF MISSOURI)
)SS
COUNTY OF BOONE)

On this ____ day of _____, 2025, before me appeared **BOB HUTTON**, to me personally known, who being by me duly sworn, did say that he is the **President** of **COLUMBIA COMMUNITY HOUSING TRUST**, a Missouri nonprofit corporation, which is the **Sole Member** of **PARK AVENUE HOUSING GP, LLC**, a Missouri limited liability company, which is the **General Partner** of **PARK AVENUE HOUSING DEVELOPMENT GROUP, LP**, a Missouri limited partnership, and that said instrument was signed in behalf of said nonprofit corporation, by authority of its Board of Directors for and on behalf of said limited liability company, for and on behalf of said limited partnership; and said **President** acknowledged said instrument to be the free act and deed of said nonprofit corporation for and on behalf of said limited liability company, for and on behalf of said limited partnership.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

Notary Public

EXHIBIT A

LEGAL DESCRIPTION

LOTS 1, 2 AND 3, PARK AVENUE, PLAT NO. 1A, RECORDED IN PLAT BOOK 57, PAGE 73, COLUMBIA,
BOONE COUNTY, MISSOURI AND LOCATED IN SECTION 12, TOWNSHIP 48 NORTH, RANGE 13 WEST.