

FIFTH AMENDMENT TO
MOVING TO WORK AGREEMENT
BETWEEN
U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
AND
HOUSING AUTHORITY OF PORTLAND

This Fifth Amendment to the Amended and Restated Moving to Work Agreement ("Fifth Amendment") is entered into as of SEPTEMBER 26, 2013 by and between the United States of America through the U.S. Department of Urban Development ("HUD") and the Housing Authority of Portland (the "Agency"). Reference is made to that certain Amended and Restated Moving to Work Agreement entered into by HUD and the Agency on March 5, 2009 (the "MTW Agreement"), including, without limitation, Attachment A thereof ("Attachment A"). Unless otherwise defined in this Fifth Amendment, any capitalized term used herein shall have the meaning ascribed to it in the MTW Agreement.

HUD and the Agency hereby agree as follows:

1. Section 1.B. of Attachment A is hereby deleted and replaced with the following:

"UMAs cannot exceed those UMAs under ACC at the time of this Amendment, determined to be 33,084 (representing 2,757 units). The Agency may remove units in accordance with Section 18 of the United States Housing Act of 1937 and in accordance with the additional requirements set forth in Section 1.D., and subsequent to June 21, 2013, draw down UMAs up to 33,084 provided that the Agency does not receive Section 8 replacement housing for units removed from inventory and provided that the Agency remains accountable for serving substantially this number of households."

2. This Fifth Amendment is effective with respect to funds for federal fiscal year 2013 and future federal fiscal years through the end of the Agency's fiscal year ending in 2018.

HOUSING AUTHORITY OF PORTLAND

By Harriet Cormack

Chair of the HAP Board

Date of Execution by Agency 9/4/13

UNITED STATES DEPARTMENT OF HOUSING
AND URBAN DEVELOPMENT

By [Signature]
Its **Assistant Secretary**
Public and Indian Housing

Date of Execution by HUD 09/26/2013