THIRD AMENDMENT
TO
AMENDED AND RESTATED MOVING TO WORK AGREEMENT
BETWEEN
SEATTLE HOUSING AUTHORITY
AND
U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

This Third Amendment to Amended and Restated Moving to Work Agreement ("Third Amendment") is entered into as of December __, 2012 by and between the United States of America through the U.S. Department of Urban Development ("HUD") and the Seattle Housing Authority (the "Agency"). Reference is made to that certain Amended and Restated Moving to Work Agreement entered into by HUD and the Agency on December 31, 2008 (the "MTW Agreement"), including, without limitation, Attachment A thereof ("Attachment A"). Unless otherwise defined in this Third 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 established for the initial year of the demonstration. However, an agency may draw down additional UMAs up to the statutory limit on public housing imposed by Section 9(g)(3)(A) of the 1937 Act, provided that the agency remains accountable for serving substantially this number of families."

2. Section 1.D. of Attachment A is hereby deleted.

3. This Third Amendment is effective with respect to: (a) funds for federal fiscal year 2013 and future federal fiscal years during the term of the MTW Agreement; and (b) all HUD funding approvals under the MTW Agreement prior to the date hereof.

SEATTLE HOUSING AUTHORITY

By: _____

Its: _____

UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

By: _____

Its: _____