

ELEVENTH SUPPLEMENT TO AMENDED AND RESTATED DEPOSITORY AGREEMENT
Relating to
TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS

§ _____
Residential Mortgage Revenue Bonds, Series 2019A

This Agreement is the Eleventh Supplement (the “Eleventh Supplement”) to the Amended and Restated Depository Agreement, dated as of September 1, 2011, among the TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS, a public and official agency of the State of Texas (as successor to the Texas Housing Agency and together with its successors and assigns, the “Department”); THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association (as successor trustee to MTrust Corp, National Association and together with its successors in trust under the Indenture referred to below, the “Trustee”); and the COMPTROLLER OF PUBLIC ACCOUNTS OF THE STATE OF TEXAS (the “State Comptroller”), acting by and through the Texas Treasury Safekeeping Trust Company, a special-purpose trust company organized under the laws of the State of Texas (together with its successors in such capacity, the “Trust Company”).

Preamble

The Department, the Trustee and the Trust Company entered into the Second Amended and Restated Depository Agreement, dated as of October 1, 1998 (as amended and supplemented from time to time, the “Amended and Restated Depository Agreement”), relating to the Department’s Residential Mortgage Revenue Bonds issued pursuant to that certain Residential Mortgage Revenue Bond Trust Indenture, dated as of November 1, 1987 (as amended and supplemented from time to time, the “Indenture”), between the Department and the Trustee.

Section 8.02 of the Amended and Restated Depository Agreement provides that it may be amended in any respect by an instrument in writing executed by the Department, the Trustee and the Trust Company and, in particular, that it may be amended in connection with the issuance of one or more additional Series of Bonds; provided that the Trustee shall have received with respect to such amendment, a Counsel’s Opinion that such amendment is not inconsistent with the provisions of the Indenture and the Texas Government Code, as amended, Chapters 404 and 2306, and does not materially and adversely affect the rights of the holders of the Bonds.

The Department is in the process of issuing its § _____ Residential Mortgage Revenue Bonds, Series 2019A (the “Series 2019A Bonds”), pursuant to the Thirty-Third Supplemental Residential Mortgage Revenue Bond Trust Indenture, dated as of March 1, 2019, between the Department and the Trustee (the “Thirty-Third Supplemental Indenture” and together with the Indenture, collectively referred to herein as the “Trust Indenture”).

The Department, the Trustee and the Trust Company desire to enter into this Eleventh Supplement to supplement the Amended and Restated Depository Agreement to create Accounts under the Amended and Restated Depository Agreement corresponding to the Accounts being created under the Trust Indenture in connection with the issuance of the Series 2019A Bonds.

Agreement

In consideration of the mutual agreements contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Department, the Trustee and the Trust Company agree as follows:

ARTICLE I

DEFINITIONS AND INTERPRETATION

Section 1.01. Definitions. Unless the context requires otherwise, all defined terms contained in the Indenture, the Thirty-Third Supplemental Indenture and the Amended and Restated Depository Agreement have the same meanings in this Eleventh Supplement as such defined terms are given in each of the foregoing documents.

Section 1.02. Interpretation. This Eleventh Supplement and all of the terms and provisions in it shall be liberally construed to effectuate the purposes hereof and to achieve the purpose of providing additional security for the Series 2019A Bonds.

Section 1.03. Titles and Headings. The titles and headings of the Articles and Sections of this Eleventh Supplement have been inserted for convenience and reference only. They are not to be considered hereof and will not in any way modify or restrict the terms of this Eleventh Supplement.

Section 1.04. Amended and Restated Depository Agreement to Remain in Force. Except as supplemented by this Eleventh Supplement, the Amended and Restated Depository Agreement remains in full force and effect as to the matters covered by it.

Section 1.05. Continuing Binding Effect. The terms and provisions of the Amended and Restated Depository Agreement are in all respects binding upon and applicable to the parties to this Eleventh Supplement. Further, deposits, withdrawals and transfers to, from and among the Accounts described in Exhibit "A" of moneys and securities pertaining to the Series 2019A Bonds, and the investment of the moneys and securities in all respects, including the maintaining of records and the providing of reports, shall be governed by the terms and provisions of the Amended and Restated Depository Agreement, a copy of which is attached as Exhibit "B" hereto.

Section 1.06. Authority. This Eleventh Supplement is executed and delivered pursuant to the Act and the Amended and Restated Depository Agreement.

Section 1.07. Successors and Assigns. All covenants and agreements in this Eleventh Supplement among the Department, the Trustee and the Trust Company shall bind their respective successors and assigns, whether so expressed or not.

Section 1.08. Severability Clause. In case any provision in this Eleventh Supplement is found by a court to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired by such finding.

Section 1.09. Benefits of Eleventh Supplement. Nothing in this Eleventh Supplement, the Trust Indenture, or the Series 2019A Bonds, express or implied, gives to any Person, other than the parties to this Agreement, their successors under it, and the owners of Bonds, any benefit or any legal or equitable right, remedy or claim under this Eleventh Supplement.

Section 1.10. Governing Law. This Eleventh Supplement is governed by the laws of the State of Texas.

Section 1.11. Execution in Several Counterparts. This Eleventh Supplement may be simultaneously executed in several counterparts, all of which shall constitute one and the same instrument and each of which shall be, and shall be deemed to be, an original.

ARTICLE II

CREATION AND OPERATION OF ACCOUNTS

Section 2.01. Creation of Accounts. In accordance with Section 8.02 of the Amended and Restated Depository Agreement, the Department hereby creates and establishes with the Trust Company, but not within the Treasury of the State of Texas, a number of separate, special trust accounts relating to the Series 2019A Bonds to be known and designated by the respective names set forth on Exhibit "A" attached hereto. Each Account shall correspond to the Trust Indenture Account of the same name.

Section 2.02. Investment of Certain Funds. The Department instructs the Trustee and the Trust Company to invest funds relating to the Series 2019A Bonds in accordance with the Department's written instructions to the Trustee and the Trust Company.

(SIGNATURE PAGES FOLLOW)

EXECUTED as of the date first above written.

TEXAS DEPARTMENT OF HOUSING AND
COMMUNITY AFFAIRS

By: _____
Chair

ATTEST:

Secretary

(SEAL)

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Trustee

By: _____
Authorized Officer

EXHIBIT “A”

Accounts

1. 2019A Cost of Issuance Account of the Cost of Issuance Fund (Section 2.9 of Thirty-Third Supplement)
2. 2019A Expense Account of the Expense Fund (Section 2.9 of Thirty-Third Supplement)
3. 2019A Mortgage Loan Account of the Mortgage Loan Fund (Section 2.9 of Thirty-Third Supplement)
4. 2019A Administrative Subaccount, within the 2019A Mortgage Loan Account (Section 2.9 of Thirty-Third Supplement)
5. 2019A Down Payment Assistance Subaccount, within the 2019A Mortgage Loan Account (Section 2.9 of Thirty-Third Supplement)
6. 2019A Principal Account of the Principal Fund (Section 2.9 of Thirty-Third Supplement)
7. 2019A Special Redemption Account of the Special Redemption Fund (Section 2.9 of Thirty-Third Supplement)
8. 2019A Rebate Fund (Section 2.9 of Thirty-Third Supplement)
9. 2019A Residual Revenues Account of the Residual Revenues Fund (Section 2.9 of Thirty-Third Supplement)
10. 2019A Revenue Account of the Revenue Fund (Section 2.9 of Thirty-Third Supplement)
11. 2019A Capitalized Interest Fund (Section 2.9 of Thirty-Third Supplement)

EXHIBIT “B”

Amended and Restated Depository Agreement