

## THIRTEENTH SUPPLEMENT TO AMENDED AND RESTATED DEPOSITORY AGREEMENT

Relating to

TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS

\$[\_\_\_\_\_]

Residential Mortgage Revenue Bonds  
Series 2022A (Social Bonds)

This Agreement is the Thirteenth Supplement (the “Thirteenth Supplement”) to the Amended and Restated Depository Agreement dated as of [February] 1, 2022, 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 November 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.

The Department and the Trustee entered into that certain Amended and Restated Residential Mortgage Revenue Bond Trust Indenture, dated as of July 1, 2019 (as amended and supplemented from time to time, the “Amended and Restated RMRB Indenture”), amending and restating the Indenture for the purpose of consolidating amendments previously made to the Indenture and making certain other changes to the Indenture.

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 2022A (Social Bonds) (the “Bonds”), pursuant to the Thirty-Sixth Supplemental Residential Mortgage Revenue Bond Trust Indenture, dated as of [February] 1, 2022 (the “2022A Supplemental Indenture,” and together with the Amended and Restated RMRB Indenture, collectively referred to herein as the “Trust Indenture”), between the Department and the Trustee.

The Department desires and has requested the Trustee and the Trust Company to enter into this Thirteenth 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 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 Amended and Restated RMRB Indenture, the 2022A Supplemental Indenture and the Amended and Restated Depository Agreement have the same meanings in this Thirteenth Supplement as such defined terms are given in each of the foregoing documents.

Section 1.02. Interpretation. This Thirteenth 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 Bonds.

Section 1.03. Titles and Headings. The titles and headings of the Articles and Sections of this Thirteenth 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 Thirteenth Supplement.

Section 1.04. Amended and Restated Depository Agreement to Remain in Force. Except as supplemented by this Thirteenth 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 Thirteenth Supplement. Further, deposits, withdrawals and transfers to, from and among the Accounts described in Exhibit "A" of moneys and securities pertaining to the 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 Thirteenth 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 Thirteenth 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 Thirteenth 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 Thirteenth Supplement. Nothing in this Thirteenth Supplement, the Trust Indenture, or the 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 Thirteenth Supplement.

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

Section 1.11. Execution in Several Counterparts. This Thirteenth 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 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 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: \_\_\_\_\_  
Director of Bond Finance and Chief Investment Officer

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

By: \_\_\_\_\_  
Authorized Officer

TEXAS TREASURY SAFEKEEPING TRUST  
COMPANY

By: \_\_\_\_\_  
Mike Reissig, Chief Executive Officer

EXHIBIT “A”

Accounts

1. 2022A Cost of Issuance Account of the Cost of Issuance Fund (Section 2.9 of Thirty-Sixth Supplement)
2. 2022A Expense Account of the Expense Fund (Section 2.9 of Thirty-Sixth Supplement)
3. 2022A Mortgage Loan Account of the Mortgage Loan Fund (Section 2.9 of Thirty-Sixth Supplement)
4. 2022A Administrative Subaccount, within the 2022A Mortgage Loan Account (Section 2.9 of Thirty-Sixth Supplement)
5. 2022A Down Payment Assistance Subaccount, within the 2022A Mortgage Loan Account (Section 2.9 of Thirty-Sixth Supplement)
6. 2022A Interest Account of the Interest Fund (Section 2.9 of the Thirty-Sixth Supplement)
7. 2022A Principal Account of the Principal Fund (Section 2.9 of Thirty-Sixth Supplement)
8. 2022A Special Redemption Account of the Special Redemption Fund (Section 2.9 of Thirty-Sixth Supplement)
9. 2022A Rebate Fund (Section 2.9 of Thirty-Sixth Supplement)
10. 2022A Residual Revenues Account of the Residual Revenues Fund (Section 2.9 of Thirty-Sixth Supplement)
11. 2022A Revenue Account of the Revenue Fund (Section 2.9 of Thirty-Sixth Supplement)

EXHIBIT “B”

Amended and Restated Depository Agreement