

REPORT ON DEBT OBLIGATION
(Pursuant to Tennessee Code Annotated Section 9-21-151)

1. Public Entity:
 Name: Tennessee Housing Development Agency
 Address: Andrew Jackson Building, Third Floor, 502 Deaderick Street
Nashville, TN 37243-0200
 Debt Issue Name: Issue 2020-3
 If disclosing initially for a program, attach the form specified for updates, indicating the frequency required.

2. Face Amount: \$ 145,000,000.00
 Premium/Discount: \$ See Attachment 1

3. Interest Cost: Issue 2020-3A: 2.534 %*Excluding Underwriter's Discount Tax-exempt Taxable
 Issue 2020-3B: 2.994 %
 TIC* NIC
 Variable: Index _____ plus _____ basis points; or
 Variable: Remarketing Agent _____
 Other: _____

4. Debt Obligation:
 TRAN RAN CON
 BAN CRAN GAN
 Bond Loan Agreement Capital Lease
 If any of the notes listed above are issued pursuant to Title 9, Chapter 21, enclose a copy of the executed note with the filing with the Division of Local Government Finance ("LGF").

5. Ratings:
 Unrated
 Moody's Aa1 Standard & Poor's AA+ Fitch _____

6. Purpose:

		BRIEF DESCRIPTION
<input type="checkbox"/> General Government	_____ %	_____
<input type="checkbox"/> Education	_____ %	_____
<input type="checkbox"/> Utilities	_____ %	_____
<input checked="" type="checkbox"/> Other	<u>100.00</u> %	<u>Single Family Housing</u>
<input type="checkbox"/> Refunding/Renewal	_____ %	_____

7. Security:
 General Obligation General Obligation + Revenue/Tax
 Revenue Tax Increment Financing (TIF)
 Annual Appropriation (Capital Lease Only) Other (Describe): Special Limited Obligation

8. Type of Sale:
 Competitive Public Sale Interfund Loan _____
 Negotiated Sale Loan Program _____
 Informal Bid

9. Date:
 Dated Date: 07/16/2020 Issue/Closing Date: 07/16/2020

REPORT ON DEBT OBLIGATION

(Pursuant to Tennessee Code Annotated Section 9-21-151)

10. Maturity Dates, Amounts and Interest Rates *:

Year	Amount	Interest Rate	Year	Amount	Interest Rate
	\$ See Attachment 2	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%
	\$	%		\$	%

If more space is needed, attach an additional sheet.

If (1) the debt has a final maturity of 31 or more years from the date of issuance, (2) principal repayment is delayed for two or more years, or (3) debt service payments are not level throughout the retirement period, then a cumulative repayment schedule (grouped in 5 year increments out to 30 years) including this and all other entity debt secured by the same source **MUST BE PREPARED AND ATTACHED**. For purposes of this form, debt secured by an ad valorem tax pledge and debt secured by a dual ad valorem tax and revenue pledge are secured by the same source. Also, debt secured by the same revenue stream, no matter what lien level, is considered secured by the same source.

* This section is not applicable to the Initial Report for a Borrowing Program.

11. Cost of Issuance and Professionals:

No costs or professionals

	AMOUNT <small>(Round to nearest \$)</small>	FIRM NAME
Financial Advisor Fees	\$ 47,500	CSG Advisors Incorporated
Legal Fees	\$ 0	
Bond Counsel	\$ 35,000	Kutak Rock
Issuer's Counsel	\$ 0	
Trustee's Counsel	\$ 0	
Bank Counsel	\$ 0	
Disclosure Counsel	\$ 0	
Paying Agent Fees	\$ 0	
Registrar Fees	\$ 0	
Trustee Fees	\$ 7,250	US Bank, NA
Remarketing Agent Fees	\$ 0	
Liquidity Fees	\$ 0	
Rating Agency Fees	\$ 148,000	Moody's and S & P
Credit Enhancement Fees	\$ 0	
Bank Closing Costs	\$ 0	
Underwriter's Discount _____%		
Take Down	\$ 793,225	RBC Capital Markets, LLC ("RBC")
Management Fee	\$ 30,000	RBC
Risk Premium	\$ 0	
Underwriter's Counsel	\$ 25,000	Hawkins Delafield & Wood
Other expenses	\$ 0	RBC
Printing and Advertising Fees	\$ 1,500	i-Deal and TN General Services Printing Services
Issuer/Administrator Program Fees	\$ 0	
Real Estate Fees	\$ 0	
Sponsorship/Referral Fee	\$ 0	
Other Costs _____	\$ 0	
TOTAL COSTS	\$ 1,087,475	

REPORT ON DEBT OBLIGATION
(Pursuant to Tennessee Code Annotated Section 9-21-151)

12. Recurring Costs:

No Recurring Costs

	AMOUNT (Basis points/\$)	FIRM NAME (if different from #11)
Remarketing Agent	_____	_____
Paying Agent / Registrar	_____	_____
Trustee	_____	_____
Liquidity / Credit Enhancement	_____	_____
Escrow Agent	_____	_____
Sponsorship / Program / Admin	_____	_____
Other _____	_____	_____

13. Disclosure Document / Official Statement:

None Prepared
 EMMA link
 Copy attached

See Attachment 3: Issue 2020-3 Supplemental Resolution; and
 See Attachment 4: Issue 2020-3 Official Statement _____ or

14. Continuing Disclosure Obligations:

Is there an existing continuing disclosure obligation related to the security for this debt? Yes No

Is there a continuing disclosure obligation agreement related to this debt? Yes No

If yes to either question, date that disclosure is due 210 days after end of each Fish Year

Name and title of person responsible for compliance Trent Ridley, Chief Financial Officer/Lynn Miller, Chief Legal Counsel

15. Written Debt Management Policy:

Governing Body's approval date of the current version of the written debt management policy 11/28/2011, as amended

Is the debt obligation in compliance with and clearly authorized under the policy? Yes No

16. Written Derivative Management Policy:

No derivative

Governing Body's approval date of the current version of the written derivative management policy _____

Date of Letter of Compliance for derivative _____

Is the derivative in compliance with and clearly authorized under the policy? Yes No

17. Submission of Report:

To the Governing Body: on 08/26/2020 and presented at public meeting held on 07/29/2020

Copy to Director, Division of Local Govt Finance: on 08/26/2020 either by:

Mail to: _____ OR Email to: LGF@cot.tn.gov

Cordell Hull Building
425 Fifth Avenue North, 4th Floor
Nashville, TN 37243-3400

18. Signatures:

	AUTHORIZED REPRESENTATIVE	PREPARER
Name	<u>Ralph Perrey by LEM</u>	<u>Lynn E. Miller</u>
Title	<u>Executive Director</u>	<u>Chief Legal Counsel</u>
Firm	<u>Tennessee Housina Development Agency</u>	<u>Tennessee Housina Development Agency</u>
Email	<u>RPerrey@thda.org</u>	<u>LMiller@thda.org</u>
Date	<u>08/26/2020</u>	<u>08/26/2020</u>

2. PREMIUM/DISCOUNT:

Includes the original issue premium of \$2,191,316.60 on the Issue 2020-3A PAC Bonds maturing July 1, 2050

Includes the original issue premium of \$1,310,780.95 on the Issue 2020-3B PAC Bonds maturing July 1, 2050

10. MATURITY DATES, AMOUNTS AND INTEREST RATES

**TENNESSEE HOUSING DEVELOPMENT AGENCY
RESIDENTIAL FINANCE PROGRAM BONDS**

Maturities, Amounts, Interest Rates and Prices

\$72,500,000 Issue 2020-3A (Non-AMT)

\$20,990,000 Serial Bonds

<u>Year</u>	<u>Principal Amount Due January 1</u>	<u>Interest Rate</u>	<u>CUSIP Number⁽¹⁾</u>	<u>Principal Amount Due July 1</u>	<u>Interest Rate</u>	<u>CUSIP Number⁽¹⁾</u>
2021	\$ 65,000	0.35 %	880461T81	\$ 800,000	0.40 %	880461T99
2022	825,000	0.45	880461U22	830,000	0.50	880461U30
2023	835,000	0.75	880461U48	840,000	0.75	880461U55
2024	845,000	0.90	880461U63	855,000	0.95	880461U71
2025	860,000	1.00	880461U89	870,000	1.05	880461U97
2026	880,000	1.25	880461V21	890,000	1.30	880461V39
2027	900,000	1.45	880461V47	910,000	1.50	880461V54
2028	920,000	1.70	880461V62	935,000	1.75	880461V70
2029	945,000	1.80	880461V88	960,000	1.85	880461V96
2030	970,000	1.90	880461W20	985,000	1.95	880461W38
2031	995,000	2.00	880461W46	1,010,000	2.00	880461W53
2032	1,025,000	2.05	880461W61	1,040,000	2.05	880461W79

\$51,510,000 Term Bonds

<u>Maturity Date</u>	<u>Principal Amount Due</u>	<u>Interest Rate</u>	<u>CUSIP Number⁽¹⁾</u>
July 1, 2035	\$ 6,570,000	2.10 %	880461W87
July 1, 2040	12,430,000	2.35	880461W95
January 1, 2045	11,845,000	2.55	880461X29
July 1, 2050 (PAC)	20,665,000	3.50	880461X37

\$72,500,000 Issue 2020-3B (Federally Taxable)

\$20,990,000 Serial Bonds

<u>Year</u>	<u>Principal Amount Due January 1</u>	<u>Interest Rate</u>	<u>CUSIP Number⁽¹⁾</u>	<u>Principal Amount Due July 1</u>	<u>Interest Rate</u>	<u>CUSIP Number⁽¹⁾</u>
2021	\$ 65,000	0.804 %	880461X45	\$ 800,000	0.854 %	880461X52
2022	825,000	0.954	880461X60	830,000	1.004	880461X78
2023	835,000	1.056	880461X86	840,000	1.156	880461X94
2024	845,000	1.289	880461Y28	855,000	1.389	880461Y36
2025	860,000	1.489	880461Y44	870,000	1.589	880461Y51
2026	880,000	1.795	880461Y69	890,000	1.845	880461Y77
2027	900,000	1.895	880461Y85	910,000	1.945	880461Y93
2028	920,000	2.079	880461Z27	935,000	2.159	880461Z35
2029	945,000	2.209	880461Z43	960,000	2.259	880461Z50
2030	970,000	2.309	880461Z68	985,000	2.359	880461Z76
2031	995,000	2.409	880461Z84	1,010,000	2.459	880461Z92
2032	1,025,000	2.509	8804612A5	1,040,000	2.559	8804612B3

\$51,510,000 Term Bonds

<u>Maturity Date</u>	<u>Principal Amount Due</u>	<u>Interest Rate</u>	<u>CUSIP Number⁽¹⁾</u>
July 1, 2035	\$ 6,570,000	2.709 %	8804612C1
July 1, 2040	12,430,000	3.104	8804612D9
January 1, 2045	11,845,000	3.254	8804612E7
July 1, 2050 (PAC)	20,665,000	3.500	8804612F4

PRICE OF ISSUE 2020-3A BONDS DUE July 1, 2050 (2020-3A PAC): 110.604%
PRICE OF ISSUE 2020-3B BONDS DUE July 1, 2050 (2020-3B PAC): 106.343%
PRICE OF ALL REMAINING ISSUE 2020-3 BONDS: 100%

13. DISCLOSURE DOCUMENT:

TENNESSEE HOUSING DEVELOPMENT AGENCY

**A Supplemental Resolution
Authorizing the Sale of
Residential Finance Program Bonds
\$72,500,000 Issue 2020-3A (Non-AMT)
\$72,500,000 Issue 2020-3B (Federally Taxable)**

Adopted March 24, 2020,
as approved in its amended and supplemented form by
its Designated Authorized Officer on June 30, 2020

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EXHIBIT A-1	ISSUE 2020-3A BOND PURCHASE AGREEMENT
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**A SUPPLEMENTAL RESOLUTION AUTHORIZING THE SALE OF
RESIDENTIAL FINANCE PROGRAM BONDS
\$72,500,000 ISSUE 2020-3A (Non-AMT)
\$72,500,000 ISSUE 2020-3B (FEDERALLY TAXABLE)**

BE IT RESOLVED by the Board of Directors of the **TENNESSEE HOUSING DEVELOPMENT AGENCY** (“THDA”) as follows:

ARTICLE I

DEFINITIONS AND AUTHORITY

Section 1.01. Short Title. This resolution may hereafter be cited by THDA as the Issue 2020-3 Supplemental Residential Finance Program Bond Resolution.

Section 1.02. Definitions.

(a) All terms which are defined in Section 1.2 of the resolution of THDA adopted January 29, 2013, as amended and supplemented by the Bond Finance Committee on April 18, 2013, and entitled “General Residential Finance Program Bond Resolution” (the “General Resolution”) have the same meanings in this Resolution as such terms are given in Section 1.2 of the General Resolution.

(b) In addition, as used in this Resolution, unless the context otherwise requires, the following terms have the following respective meanings:

“*400% PSA Prepayment Amount*” means the cumulative amount of principal prepayments on the Program Loans allocable to the Issue 2020-3 Bonds at a rate equal to 400% PSA, as set forth in Exhibit B hereto.

“*Bond Purchase Agreements*” means, collectively, the Issue 2020-3A Bond Purchase Agreement and the Issue 2020-3B Bond Purchase Agreement.

“*Business Day*” shall mean any day except for a Saturday, Sunday or any day on which banks in Tennessee or New York are required or authorized to be closed.

“*Co-Managers*” means J.P. Morgan Securities LLC, Wells Fargo Bank, National Association and Wiley Brothers—Aintree Capital, LLC.

“*Code*” shall mean the Internal Revenue Code of 1986, as amended.

“*Designated Authorized Officer*” means the Secretary of the Bond Finance Committee or, in the absence of the Secretary of the Bond Finance Committee, an officer designated by the Secretary of the Bond Finance Committee.

“*DTC*” means The Depository Trust Company, New York, New York, a limited-purpose trust company organized under the laws of the State of New York, and its successors and assigns.

“*Excess 2020-3 Principal Payments*” means, as of any date of computation, 100% of all regularly scheduled principal payments and prepayments on Program Loans, or portions thereof, allocable to the Issue 2020-3 Bonds to the extent such regularly scheduled principal payments and prepayments are not required to make regularly scheduled principal payments, including Sinking Fund Payments, on the Issue 2020-3 Bonds.

“*Issue 2020-3 Bonds*” means, collectively, the Issue 2020-3A Bonds and the Issue 2020-3B Bonds.

“*Issue 2020-3A Bond Purchase Agreement*” means the contract for the purchase of the Issue 2020-3A Bonds between THDA and the Underwriters, in substantially the form attached hereto as Exhibit A-1.

“*Issue 2020-3A Bonds*” means the Issue 2020-3A Bonds of THDA authorized by this Resolution pursuant to the Plan of Financing.

“*Issue 2020-3A PAC Bonds*” means the Issue 2020-3A Bonds in the aggregate principal amount of \$20,665,000 maturing July 1, 2050.

“*Issue 2020-3A PAC Bonds Planned Amortization Amount*” means the cumulative amount of Issue 2020-3A PAC Bonds expected to be redeemed upon the receipt of Excess 2020-3A Principal Payments at a rate equal to 100% PSA, as set forth in Exhibit B hereto.

“*Issue 2020-3A Serial Bonds*” means the Issue 2020-3A Bonds which are not Issue 2020-3A Term Bonds.

“*Issue 2020-3A Term Bonds*” means, collectively, the Issue 2020-3A Bonds maturing July 1, 2035, July 1, 2040, January 1, 2045, and July 1, 2050.

“*Issue 2020-3B Bond Purchase Agreement*” means the contract for the purchase of the Issue 2020-3B Bonds between THDA and the Underwriters, in substantially the form attached hereto as Exhibit A-2.

“*Issue 2020-3B Bonds*” means the Issue 2020-3B Bonds (Federally Taxable) of THDA authorized by this Resolution pursuant to the Plan of Financing.

“*Issue 2020-3B PAC Bonds*” means the Issue 2020-3B Bonds in the aggregate principal amount of \$20,665,000 maturing July 1, 2050.

“*Issue 2020-3B PAC Bonds Planned Amortization Amount*” means the cumulative amount of Issue 2020-3B PAC Bonds expected to be redeemed upon

the receipt of Excess 2020-3B Principal Payments at a rate equal to 100% PSA, as set forth in Exhibit B hereto.

“*Issue 2020-3B Serial Bonds*” means the Issue 2020-3B Bonds which are not Issue 2020-3B Term Bonds.

“*Issue 2020-3B Term Bonds*” means, collectively, the Issue 2020-3B Bonds maturing July 1, 2035, July 1, 2040, January 1, 2045, and July 1, 2050.

“*Issue Date*” means the date on which the Issue 2020-3 Bonds are issued by THDA and delivered to the Underwriters, expected to occur on July 16, 2020.

“*MSRB*” means the Municipal Securities Rulemaking Board by operation of its Electronic Municipal Market Access System.

“*Official Statement*” means the Official Statement dated June 30, 2020 used in connection with the sale of the Issue 2020-3 Bonds.

“*PAC Bonds*” means, collectively, the Issue 2020-3A PAC Bonds and the Issue 2020-3B PAC Bonds.

“*PAC Bonds Planned Amortization Amount*” means, collectively, the Issue 2020-3A PAC Bonds Planned Amortization Amount and the Issue 2020-3B PAC Bonds Planned Amortization Amount.

“*Preliminary Official Statement*” means the Preliminary Official Statement dated June 23, 2020, used in connection with the offering of the Issue 2020-3 Bonds.

“*Rating Agency*” shall mean Moody’s Investors Service, Inc. (or any successor thereto), and Standard & Poor’s Ratings Services, a Standard & Poor’s Financial Services LLP business (or any successor thereto).

“*Refunded Bonds*” means the bonds of THDA set forth in a certificate of THDA delivered on or prior to the date of issuance of the Issue 2020-3 Bonds.

“*Resolution*” means this Supplemental Resolution adopted by THDA on March 24, 2020, as approved in its amended and supplemented form by the Designated Authorized Officer on June 30, 2020.

“*Serial Bonds*” means, collectively, the Issue 2020-3A Serial Bonds and the Issue 2020-3B Serial Bonds.

“*Term Bonds*” means, collectively, the Issue 2020-3A Term Bonds and the Issue 2020-3B Term Bonds.

“*Transferred Proceeds*” means the amount on deposit in the Issue 2020-3 Bond Subaccount of the Loan Fund subsequent to the refunding of the Refunded

Bonds, as set forth in a certificate of THDA to be delivered on or before the date of issuance of the Issue 2020-3 Bonds.

“*Underwriters*” means, collectively, RBC Capital Markets, LLC, Citigroup Global Markets Inc. and Raymond James & Associates, Inc., their respective successors and assigns, and the Co-Managers as purchasers of the Issue 2020-3 Bonds.

(c) Unless the context otherwise indicates, words of the masculine gender will be deemed and construed to include correlative words of feminine and neuter genders, words importing the singular number include the plural number and vice versa, and words importing persons include firms, associations, partnerships (including limited partnerships), trusts, corporations and other legal entities, including public bodies, as well as natural persons.

(d) The terms “hereby,” “hereof,” “hereto,” “herein,” “hereunder” and any similar terms as used in this Resolution refer to this Resolution and such terms used in the form of registered bond herein refer to such bonds.

(e) Unless the context otherwise indicates, the term “Program Loan” as used herein shall include new Program Loans and, without duplication, Program Securities, and the phrase “Program Loans allocable to the Issue 2020-3 Bonds” shall include the any new Program Loans and Program Securities acquired with proceeds of the Issue 2020-3 Bonds.

Section 1.03. Authority for this Resolution. This Resolution is adopted pursuant to the provisions of the Act and the General Resolution.

ARTICLE II

TERMS AND ISSUANCE

Section 2.01. Issue Amount and Designation. In order to provide funds necessary for the Residential Finance Program in accordance with and subject to the terms, conditions and limitations established herein and in the General Resolution, Residential Finance Program Bonds, Issue 2020-3A are hereby authorized to be issued in the aggregate principal amount of \$72,500,000 and Residential Finance Program Bonds, Issue 2020-3B are hereby authorized to be issued in the aggregate principal amount of \$72,500,000. In addition to the title “Residential Finance Program Bond,” the Issue 2020-3A Bonds will bear the additional designation “Issue 2020-3A (Non-AMT)” and the Issue 2020-3B Bonds will bear the additional designation “Issue 2020-3B (Federally Taxable)” The Issue 2020-3 Bonds shall be issued only in fully registered form. The Issue 2020-3 Bonds will consist of \$41,980,000 aggregate principal amount of Serial Bonds and \$103,020,000 aggregate principal amount of Term Bonds.

Section 2.02. Purposes. The Issue 2020-3 Bonds are being issued (a) to refund the Refunded Bonds, (b) to finance Program Loans, or participations therein, on single family residences located within the State, (c) if required, to pay capitalized interest on the Issue 2020-3 Bonds, (d) if required, to make a deposit in the Bond Reserve Fund, and (e) if required, to pay

certain costs of issuance relating to the Issue 2020-3 Bonds. As a result of the refunding of the Refunded Bonds, the Transferred Proceeds will become allocated to the Issue 2020-3 Bonds.

The proceeds of the Issue 2020-3 Bonds and the Transferred Proceeds shall be applied in accordance with Article IV hereof.

Section 2.03. Amounts, Maturities and Interest Rates.

(a) The Issue 2020-3 Bonds will mature on the dates, in the principal amounts and bear interest from their Issue Date, calculated on the basis of a 360-day year of twelve 30-day months, payable semi-annually on each January 1 and July 1, commencing January 1, 2021, at the rate set opposite such date in the following tables:

Issue 2020-3A Bonds

Issue 2020-3A Serial Bonds

Maturity Date	Principal Amount	Interest Rate	Maturity Date	Principal Amount	Interest Rate
January 1, 2021	\$ 65,000	0.35%	January 1, 2027	\$ 900,000	1.45%
July 1, 2021	800,000	0.40	July 1, 2027	910,000	1.50
January 1, 2022	825,000	0.45	January 1, 2028	920,000	1.70
July 1, 2022	830,000	0.50	July 1, 2028	935,000	1.75
January 1, 2023	835,000	0.75	January 1, 2029	945,000	1.80
July 1, 2023	840,000	0.75	July 1, 2029	960,000	1.85
January 1, 2024	845,000	0.90	January 1, 2030	970,000	1.90
July 1, 2024	855,000	0.95	July 1, 2030	985,000	1.95
January 1, 2025	860,000	1.00	January 1, 2031	995,000	2.00
July 1, 2025	870,000	1.05	July 1, 2031	1,010,000	2.00
January 1, 2026	880,000	1.25	January 1, 2032	1,025,000	2.05
July 1, 2026	890,000	1.30	July 1, 2032	1,040,000	2.05

Issue 2020-3A Term Bonds

Maturity Date	Principal Amount	Interest Rate
July 1, 2035	\$ 6,570,000	2.10%
July 1, 2040	12,430,000	2.35
January 1, 2045	11,845,000	2.55
July 1, 2050 (PAC)	20,665,000	3.50

Issue 2020-3B Bonds

Issue 2020-3B Serial Bonds

Maturity Date	Principal Amount	Interest Rate	Maturity Date	Principal Amount	Interest Rate
January 1, 2021	\$ 65,000	0.804%	January 1, 2027	\$ 900,000	1.895%
July 1, 2021	800,000	0.854	July 1, 2027	910,000	1.945
January 1, 2022	825,000	0.954	January 1, 2028	920,000	2.079
July 1, 2022	830,000	1.004	July 1, 2028	935,000	2.159
January 1, 2023	835,000	1.056	January 1, 2029	945,000	2.209
July 1, 2023	840,000	1.156	July 1, 2029	960,000	2.259
January 1, 2024	845,000	1.289	January 1, 2030	970,000	2.309
July 1, 2024	855,000	1.389	July 1, 2030	985,000	2.359
January 1, 2025	860,000	1.489	January 1, 2031	995,000	2.409
July 1, 2025	870,000	1.589	July 1, 2031	1,010,000	2.459
January 1, 2026	880,000	1.795	January 1, 2032	1,025,000	2.509
July 1, 2026	890,000	1.845	July 1, 2032	1,040,000	2.559

Issue 2020-3B Term Bonds

Maturity Date	Principal Amount	Interest Rate
July 1, 2035	\$ 6,570,000	2.709%
July 1, 2040	12,430,000	3.104
January 1, 2045	11,845,000	3.254
July 1, 2050 (PAC)	20,665,000	3.500

(b) Whenever the due date for payment of interest on or principal of the Issue 2020-3 Bonds or the date fixed for redemption of any Issue 2020-3 Bond shall be a day which is not a Business Day, then payment of such interest, principal or Redemption Price need not be made on such date, but may be made on the next succeeding Business Day, with the same force and effect as if made on the due date for payment of principal, interest or Redemption Price and no additional interest shall be payable on such Business Day which, merely by operation of this paragraph, may have accrued after the original due date.

Section 2.04. Denominations, Numbers and Letters.

(a) The Issue 2020-3 Bonds maturing in each year are to be issued in denominations of \$5,000 or any integral multiple thereof not exceeding the aggregate principal amount of Issue 2020-3 Bonds maturing in such year. The Issue 2020-3 Bonds are to be lettered “R-[3A][3B]” and numbered separately from 1 consecutively upwards.

(b) The Issue 2020-3 Bonds, when issued, will be registered in the name of Cede & Co., as nominee of DTC. Only one Issue 2020-3 Bond will be outstanding for each maturity and interest rate of the Issue 2020-3 Bonds in the aggregate principal amount of such maturity and interest rate. Subject to the provisions of the General Resolution, purchases of ownership interests in the Issue 2020-3 Bonds will be made in book-entry form only in authorized denominations set forth in Section 2.04(a). Beneficial owners of the Issue 2020-3 Bonds will not receive certificates representing their interest in the Issue 2020-3 Bonds. So long as Cede & Co. shall be the registered owner of the Issue 2020-3 Bonds, THDA will deem and treat Cede & Co. as the sole and exclusive owner of the Issue 2020-3 Bonds and THDA will have no responsibility to any DTC participant or beneficial owner thereof.

Section 2.05. Paying Agent. The Trustee is hereby appointed as paying agent for the Issue 2020-3 Bonds pursuant to Section 11.2 of the General Resolution. The Trustee may appoint an agent for presentation of transfers in New York, New York and DTC may act as such agent.

Section 2.06. Execution of Bonds. The Issue 2020-3 Bonds shall be executed by the manual or facsimile signature of the Chairperson or Vice Chairperson and the seal of THDA or a facsimile thereof shall be imprinted, impressed or otherwise reproduced on the Issue 2020-3 Bonds and attested by the manual or facsimile signature of the Executive Director or Secretary of THDA. The Issue 2020-3 Bonds shall be delivered to the Trustee for proper authentication and delivered to DTC pursuant to the DTC FAST delivery program, as the registered owner of the Issue 2020-3 Bonds upon instructions from THDA to that effect.

Section 2.07. Place of Payment; Record Date. While the Issue 2020-3 Bonds are registered in book-entry only form in the name of Cede & Co. as nominee of DTC, payments of principal, Redemption Price and interest on the Issue 2020-3 Bonds shall be made in accordance with the procedures of DTC. In the event the Issue 2020-3 Bonds are no longer held in book-entry only form, the principal and Redemption Price of all Issue 2020-3 Bonds shall be payable at the designated corporate trust office of the Trustee. Interest on the Issue 2020-3 Bonds will be paid by check mailed by the Trustee to the registered owner thereof. Any registered owner of the Issue 2020-3 Bonds in a principal amount equal to or exceeding \$1,000,000 may receive payments of interest by wire transfer if written notice is given to the Trustee at least ten Business Days before an applicable Interest Payment Date. The Record Date for payment of interest on the Issue 2020-3 Bonds shall be the 15th day of the month next preceding an Interest Payment Date.

Section 2.08. Sinking Fund Redemption Provisions.

(a) The Issue 2020-3 Bonds that are Term Bonds are subject to redemption in part by lot on the dates set forth below for such maturity of Issue 2020-3 Bonds at a Redemption Price equal to 100% of the principal amount thereof from mandatory Sinking Fund Payments in the principal amounts for each of the dates set forth below:

Issue 2020-3A Term Bonds due July 1, 2035

Date	Amount Due	Date	Amount Due
January 1, 2033	\$ 1,055,000	July 1, 2034	\$ 1,105,000
July 1, 2033	1,070,000	January 1, 2035	1,120,000
January 1, 2034	1,085,000	July 1, 2035*	1,135,000

*Maturity

Issue 2020-3A Term Bonds due July 1, 2040

Date	Amount Due	Date	Amount Due
January 1, 2036	\$ 1,155,000	July 1, 2038	\$ 1,255,000
July 1, 2036	1,170,000	January 1, 2039	1,275,000
January 1, 2037	1,190,000	July 1, 2039	1,295,000
July 1, 2037	1,210,000	January 1, 2040	1,315,000
January 1, 2038	1,230,000	July 1, 2040*	1,335,000

*Maturity

Issue 2020-3A Term Bonds due January 1, 2045

Date	Amount Due	Date	Amount Due
January 1, 2041	\$ 1,360,000	July 1, 2043	\$ 1,480,000
July 1, 2041	1,380,000	January 1, 2044	1,505,000
January 1, 2042	1,405,000	July 1, 2044	1,530,000
July 1, 2042	1,430,000	January 1, 2045*	300,000
January 1, 2043	1,455,000		

*Maturity

Issue 2020-3A Term Bonds due July 1, 2050 (PAC)

Date	Amount Due	Date	Amount Due
January 1, 2045	\$ 1,260,000	January 1, 2048	\$ 1,760,000
July 1, 2045	1,585,000	July 1, 2048	1,795,000
January 1, 2046	1,620,000	January 1, 2049	1,835,000
July 1, 2046	1,650,000	July 1, 2049	1,875,000
January 1, 2047	1,690,000	January 1, 2050	1,915,000
July 1, 2047	1,725,000	July 1, 2050*	1,955,000

*Maturity

Issue 2020-3B Term Bonds due July 1, 2035

Date	Amount Due	Date	Amount Due
January 1, 2033	\$ 1,055,000	July 1, 2034	\$ 1,105,000
July 1, 2033	1,070,000	January 1, 2035	1,120,000
January 1, 2034	1,085,000	July 1, 2035*	1,135,000

*Maturity

Issue 2020-3B Term Bonds due July 1, 2040

Date	Amount Due	Date	Amount Due
January 1, 2036	\$ 1,155,000	July 1, 2038	\$ 1,255,000
July 1, 2036	1,170,000	January 1, 2039	1,275,000
January 1, 2037	1,190,000	July 1, 2039	1,295,000
July 1, 2037	1,210,000	January 1, 2040	1,315,000
January 1, 2038	1,230,000	July 1, 2040*	1,335,000

*Maturity

Issue 2020-3B Term Bonds due January 1, 2045

Date	Amount Due	Date	Amount Due
January 1, 2041	\$ 1,360,000	July 1, 2043	\$ 1,480,000
July 1, 2041	1,380,000	January 1, 2044	1,505,000
January 1, 2042	1,405,000	July 1, 2044	1,530,000
July 1, 2042	1,430,000	January 1, 2045*	300,000
January 1, 2043	1,455,000		

*Maturity

Issue 2020-3B Term Bonds due July 1, 2050 (PAC)

Date	Amount Due	Date	Amount Due
January 1, 2045	\$ 1,260,000	January 1, 2048	\$ 1,760,000
July 1, 2045	1,585,000	July 1, 2048	1,795,000
January 1, 2046	1,620,000	January 1, 2049	1,835,000
July 1, 2046	1,650,000	July 1, 2049	1,875,000
January 1, 2047	1,690,000	January 1, 2050	1,915,000
July 1, 2047	1,725,000	July 1, 2050*	1,955,000

*Maturity

(b) Upon the purchase or redemption of Issue 2020-3 Bonds of any maturity for which Sinking Fund Payments have been established other than by application of Sinking Fund Payments, each future Sinking Fund Payment for such Issue 2020-3 Bonds and maturity will be credited by an amount bearing the same ratio to such Sinking Fund Payment as the total principal amount of such Issue 2020-3 Bonds of such maturity to be purchased or redeemed bears to the total amount of all Sinking Fund Payments for such maturity of Issue 2020-3 Bonds, unless otherwise directed by THDA in accordance with the General Resolution.

Section 2.09. Optional Redemption. The Issue 2020-3 Bonds maturing on and after January 1, 2030, are subject to redemption at the option of THDA prior to their respective maturities, either as a whole or in part at any time, on or after July 1, 2029 (any such date to be determined by THDA or selected by the Trustee subject to the provisions of and in accordance with the General Resolution, and when so determined or selected will be deemed and is hereby set forth as the redemption date), upon notice as provided in Article VI of the General Resolution, at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption.

Section 2.10. Special Optional Redemption. The Issue 2020-3 Bonds are subject to redemption, at the option of THDA, as a whole or in part at any time prior to maturity, in accordance with the provisions of the General Resolution in an amount equal to amounts available for such purpose from (i) proceeds of the Issue 2020-3 Bonds not expected to be applied to the financing of Program Loans, (ii) repayments and prepayments of Program Loans allocated to the Issue 2020-3 Bonds not otherwise required to be applied to the special mandatory redemption of the Issue 2020-3 Bonds as described in Sections 2.11(b) or 2.11(c) hereof or to make regularly scheduled principal payments, including Sinking Fund Payments, on the Issue 2020-3 Bonds, (iii) repayments and prepayments of Program Loans made with the proceeds of any other Bonds issued under the General Resolution, subject to limitations contained in the Code, (iv) other amounts on deposit in the Revenue Fund in excess of the amounts required for the payment of Debt Service and Program Expenses, and (v) amounts on deposit in the Bond Reserve Fund in excess of the Bond Reserve Requirement; provided however, that the PAC Bonds (A) are only subject to redemption as described in clause (ii) above as described in Section 2.11(b) hereof and (B) shall not be subject to redemption as described in clauses (iii), (iv) and (v) above if such redemption would cause amortization of a PAC Bond to exceed the PAC Bonds Planned Amortization Amount.

The date of redemption pursuant to this Section 2.10 shall be determined by the Trustee upon the direction of THDA subject to the provisions of and in accordance with the General Resolution (and when so determined such date will be deemed and is hereby set forth as the redemption date). The Issue 2020-3 Bonds to be so redeemed shall be redeemed at a Redemption Price of 100% of the principal amount thereof, plus interest accrued to the redemption date, if applicable; provided, however, that the Redemption Price for the PAC Bonds in the event of a redemption described in clause (i) of the paragraph above shall be the issue price thereof (par plus premium), plus accrued interest to the redemption date.

The Issue 2020-3 Bonds to be redeemed pursuant to this Section 2.10 shall be selected by THDA in its sole discretion; provided, however, that the PAC Bonds may not be redeemed in an

amount in excess of their proportionate amount of all Issue 2020-3 Bonds then Outstanding in the event of any redemption pursuant to clause (i) of the first paragraph of this Section 2.10.

Section 2.11. Special Mandatory Redemptions.

(a) ***Unexpended Proceeds.*** The Issue 2020-3 Bonds are subject to mandatory redemption on December 1, 2021 in the event and to the extent that there are unexpended proceeds of the Issue 2020-3 Bonds on deposit in the Issue 2020-3 Subaccount of the Loan Fund on November 1, 2021; provided that such redemption date may be extended, at the option of THDA, and subject to the satisfaction of the conditions set forth in Section 4.02 hereof.

Notwithstanding any extension of the redemption date described above, in order to satisfy requirements of the Code, the Issue 2020-3A Bonds are subject to mandatory redemption on January 1, 2024, to the extent any amounts (other than Transferred Proceeds) allocable to the Issue 2020-3A Bonds remain on deposit in the Issue 2020-3 Subaccount of the Loan Fund on December 1, 2023.

The redemption price of the Issue 2020-3 Bonds to be so redeemed shall be 100% of the principal amount thereof plus interest accrued to the date of redemption, if applicable; provided, however, that the redemption price for the PAC Bonds shall be the issue price thereof (par plus premium) plus accrued interest to the redemption date. The Issue 2020-3 Bonds to be redeemed shall be selected by THDA in its sole discretion; provided, however, that the PAC Bonds may not be redeemed in an amount in excess of their proportionate amount of all Issue 2020-3 Bonds then Outstanding.

(b) ***Excess 2020-3 Principal Payments (PAC Bonds).*** The PAC Bonds are subject to redemption prior to their maturity, in whole or in part at a Redemption Price of 100% of the principal amount of such PAC Bonds to be redeemed, plus interest accrued to the date of redemption, from amounts transferred to the Redemption Account representing Excess 2020-3 Principal Payments. Any Excess 2020-3 Principal Payments so deposited in the Redemption Account shall be applied to the redemption of PAC Bonds on any Interest Payment Date commencing January 1, 2021; provided, however, that PAC Bonds may be redeemed between Interest Payment Dates on the first Business Day of any month for which adequate notice of redemption may be given.

While any PAC Bonds remain Outstanding, Excess 2020-3 Principal Payments shall be used as follows:

FIRST, if principal prepayments on the Program Loans allocable to the Issue 2020-3 Bonds are equal to or less than the 400% PSA Prepayment Amount, as determined by THDA, then available Excess 2020-3 Principal Payments shall first be applied to redeem the PAC Bonds on a pro rata basis up to an amount correlating to the related PAC Bonds Planned Amortization Amount and, subject to Section 2.11(c) below, the remainder may be applied by THDA for any purpose permissible under the Resolution, including the redemption of any Bonds under the Resolution, other than the PAC Bonds.

SECOND, if principal prepayments on the Program Loans allocable to the Issue 2020-3 Bonds are in excess of the 400% PSA Prepayment Amount, as determined by THDA, then available Excess 2020-3 Principal Payments shall first be applied to redeem PAC Bonds on a pro rata basis up to an amount correlating to the related PAC Bonds Planned Amortization Amount (as set forth in “FIRST” above) and, subject to Section 2.11(c) below, the remainder may be applied by THDA for any purpose permissible under the Resolution, including the redemption of any Bonds issued under the Resolution, including the PAC Bonds (any such remainder used to redeem PAC Bonds being an “Excess Principal PAC Bond Redemption”); provided, however, that (i) the source of an Excess Principal PAC Bond Redemption is restricted to that portion of available Excess 2020-3 Principal Payments which is in excess of 400% PSA, (ii) the principal amount of an Excess Principal PAC Bond Redemption may not be an amount in excess of the PAC Bonds’ proportionate amount of all Issue 2020-3 Bonds then Outstanding, and (iii) the PAC Bonds shall be redeemed on a pro rata basis.

The PAC Bonds Planned Amortization Amounts and the 400% PSA Prepayment Amount set forth in Exhibit B hereto are each subject to proportionate reduction to the extent PAC Bonds are redeemed from amounts on deposit in the Issue 2020-3 Subaccount of the Loan Fund which are not applied to finance Program Loans in accordance with Section 2.11(a) hereof.

(c) Ten Year Rule.

(i) To the extent not required to make regularly scheduled principal payments on the Issue 2020-3A Bonds (including Sinking Fund Payments) or otherwise required to be used to redeem the Issue 2020-3A PAC Bonds as described in Section 2.11 (b) above, repayments and prepayments of principal on the Program Loans, or portions thereof, financed with proceeds of the Issue 2020-3A Bonds (directly or through a series of refundings) received more than ten years after the Issue Date of the Issue 2020-3A Bonds (or the date of original issuance of the bonds refunded by the Issue 2020-3A Bonds, directly or through a series of refundings) shall be applied to redeem the Issue 2020-3A Bonds on or before the next Interest Payment Date with respect to the Issue 2020-3A Bonds, which Interest Payment Date is at least six months from the date of receipt of such Program Loan principal payments, in such principal amounts as required to satisfy requirements of the Code. The Redemption Price of Issue 2020-3A Bonds so redeemed shall be 100% of the principal amount thereof, plus interest accrued to the redemption date, if applicable.

(ii) THDA shall advise the Trustee of the appropriate Redemption Date for any redemption pursuant to this Section 2.11(c). The Issue 2020-3A Bonds to be redeemed shall be selected by THDA in its sole discretion; provided however, that the Issue 2020-3A PAC Bonds may be redeemed in an amount that exceeds the Issue 2020-3A PAC Bonds Planned Amortization Amount only if there are no other Issue 2020-3A Bonds Outstanding.

Section 2.12. Selection by Lot. If less than all of the Issue 2020-3 Bonds of like series and maturity are to be redeemed, the particular bonds of such maturity to be redeemed shall be selected by lot in accordance with Section 6.4 of the General Resolution.

Section 2.13. Purchase of Bonds by THDA or Trustee. Whenever moneys are available for redemption of Bonds under Sections 2.08, 2.09, 2.10 or 2.11 above, THDA or the Trustee is authorized to purchase Bonds at a price not to exceed the applicable Redemption Price.

ARTICLE III

SALE AND DELIVERY

Section 3.01. Sale.

(a) The Issue 2020-3 Bonds are hereby authorized to be sold to the Underwriters at the prices and on the terms and conditions set forth in each Bond Purchase Agreement and upon the basis of the representations, warranties and agreements therein set forth. The Chairperson, Secretary or Assistant Secretary of the Bond Finance Committee and the Executive Director of THDA are hereby authorized to execute the Bond Purchase Agreements. The Board of Directors of THDA hereby authorizes the Designated Authorized Officer to approve the purchase price of the Issue 2020-3 Bonds.

(b) The Secretary of the Bond Finance Committee of THDA is hereby authorized to make public and to authorize distribution of the Official Statement relating to the Issue 2020-3 Bonds in substantially the form presented to THDA with such changes, omissions, insertions and revisions as such officer shall deem advisable. The Chairperson, Vice Chairperson, Executive Director and Secretary of the Bond Finance Committee are hereby authorized to sign and deliver such Official Statement to the Underwriters. The distribution of the Preliminary Official Statement relating to the Issue 2020-3 Bonds to the public is hereby authorized and approved.

(c) The Issue 2020-3 Bonds shall be delivered to the Underwriters in accordance with the terms of the Bond Purchase Agreements and this 2020-3 Supplemental Resolution.

ARTICLE IV

DISPOSITION OF PROCEEDS AND OTHER MONEYS

Section 4.01. Proceeds of the Issue 2020-3 Bonds. Upon receipt of the proceeds of the sale of the Issue 2020-3 Bonds, THDA shall deposit such proceeds, together with any contribution from THDA of available THDA funds, in the Issue 2020-3 Bond Subaccount of the Loan Fund and in the Bond Reserve Fund, if applicable, as shall be set forth in a certificate of THDA delivered on or prior to the date of issuance of the Issue 2020-3 Bonds. On the Issue Date, an amount equal to the principal amount of the Refunded Bonds on deposit in the Issue 2020-3 Bond Subaccount of the Loan Fund (representing a portion of the proceeds of the Issue 2020-3A Bonds) shall be allocated to the refunding of the principal of the Refunded Bonds; interest due on the Refunded Bonds on their redemption date will be paid from funds on deposit in the Redemption Account of

the Refunded Bonds. On such date, the Transferred Proceeds shall be credited to the Issue 2020-3 Bond Subaccount of the Loan Fund as shall be set forth in a certificate of THDA delivered on or prior to the Issue Date.

Section 4.02. Loan Fund; Bond Reserve Fund Requirement. Subsequent to the refunding of the Refunded Bonds, amounts on deposit in the Issue 2020-3 Bond Subaccount of the Loan Fund (including the Transferred Proceeds) shall be applied to (i) the financing of Program Loans, or participations therein, in accordance with the provisions of the General Resolution and Section 4.03 hereof, (ii) deposits to the Bond Reserve Fund and the Debt Service and Expense Account of the Revenue Fund, (iii) payment of Costs of Issuance and (iv) payment of capitalized interest to the extent, if any, specified by written instructions of an Authorized Officer.

Amounts on deposit in the Issue 2020-3 Subaccount of the Loan Fund shall be withdrawn therefrom and applied to the mandatory redemption of Issue 2020-3 Bonds pursuant to Section 2.11(a) hereof, as set forth in the certificate of THDA delivered on or prior to the date of issuance of the Issue 2020-3 Bonds. The date of such redemption provided in Section 2.11(a) may be extended upon the delivery by THDA to the Trustee and the Rating Agency of a Projected Cash Flow Statement which satisfies the requirements of Section 7.11 of the General Resolution; provided further that the date of such redemption shall not be extended beyond the date set forth in the second paragraph of Section 2.11(a) unless THDA is in receipt of an opinion of Bond Counsel to the effect that such extension will not adversely affect the exclusion of interest on the Issue 2020-3A Bonds from the income of the owners thereof for federal income tax purposes. The amount of funds on deposit in the Issue 2020-3A Bond Subaccount of the Loan Fund to be used to pay Costs of Issuance with respect to the Issue 2020-3A Bonds shall not exceed 2% of the proceeds of the Issue 2020-3A Bonds.

THDA hereby covenants that an amount equal to twenty percent (20%) of the funds deposited in the Issue 2020-3 Bond Subaccount of the Loan Fund relating to the Issue 2020-3A Bonds in excess of the Transferred Proceeds and which are to be used to finance Program Loans (or other available funds of THDA), shall be made available for owner financing of “targeted area residences” (as defined in Section 143(j) of the Code) until July 16, 2021.

The Bond Reserve Fund Requirement with respect to the Issue 2020-3 Bonds shall be an amount equal to 3% of the then current balance of Program Loans (other than Program Loans underlying Program Securities) allocable to the Issue 2020-3 Bonds plus the amount on deposit in the Issue 2020-3 Subaccount of the Loan Fund which has not been designated to provide for the payment of Costs of Issuance or capitalized interest. On the Issue Date, THDA shall deposit an amount in the Bond Reserve Fund which, together with any excess amounts on deposit in the Bond Reserve Fund, shall satisfy the Bond Reserve Requirement.

Section 4.03. Program Loan Determinations. No Program Loan shall be financed with proceeds of the Issue 2020-3A Bonds (including the Transferred Proceeds) unless (i) such Program Loan is made for the acquisition of residential housing for occupancy by not more than four families and (ii) the deed of trust securing such Program Loan shall constitute and create a first lien subject only to Permitted Encumbrances, on the fee simple or leasehold estate, of real property located in the State or on the interest in the real property constituting a part of the residential housing with respect to which the Program Loan secured thereby is made and on the fixtures

acquired with the proceeds of the Program Loan attached to or used in connection with such residential housing.

In addition, the Program Loan must either:

- (a) have been pooled into a Program Security; or
- (b) have been insured or guaranteed or have a commitment for insurance or guaranty by:
 - (i) the United States or any instrumentality thereof (inclusive of the Federal Housing Administration, the Farmers Home Administration, the Veteran's Administration, or another agency or instrumentality of the United States or the State to which the powers of any of them have been transferred, or which is exercising similar powers with reference to the insurance or guaranty of Program Loans), or
 - (ii) any agency or instrumentality of the State authorized by law to issue such insurance; or
- (c) be made to borrowers who have an equity interest of at least 22% in the property based on the lesser of appraised value (as determined in an appraisal by or acceptable to THDA) or the sale price of the property securing the Program Loan; or
- (d) be made in an amount not exceeding the value, as determined in an appraisal by or acceptable to THDA, or sale price of the property securing the Program Loan, whichever is less, but only if (i) THDA is issued a mortgage insurance policy by a private mortgage insurance company, qualified to issue such insurance or guarantee in the State and approved by THDA, and the claims paying ability of which private mortgage insurer is rated by each Rating Agency in a rating category at least as high as the then current rating assigned to the Bonds, under which the insurer, upon foreclosure of the property securing the Program Loan, must pay the holder of the Program Loan the unrecovered balance of a claim including unpaid principal, accrued interest, taxes, insurance premiums, and expenses of foreclosure, if any, or in lieu thereof may permit the holder of the Program Loan to retain title and may pay an agreed insured percentage of such claim; and (ii) the insured percentage of the Program Loan equals the amount by which the original principal amount of the Program Loan exceeds 78% of the value, as determined by an appraisal by or acceptable to THDA or sale price of the property securing the Program Loan, whichever is less.

ARTICLE V

FORM OF BONDS, AND TRUSTEE'S CERTIFICATE OF AUTHENTICATION

Section 5.01. Form of Bonds. Subject to the provisions of the General Resolution, the Issue 2020-3 Bonds in fully registered form shall be in substantially the form attached hereto as

Exhibit C, with such variations as shall be appropriate in order to conform to the terms and provisions of the General Resolution and this Resolution.

Section 5.02. Form of Trustee’s and Authenticating Agent’s Certificate of Authentication. The Issue 2020-3 Bonds shall not be valid or become obligatory for any purpose unless there shall have been endorsed thereon a certificate of authentication in substantially the following form:

(FORM OF TRUSTEE’S CERTIFICATE OF AUTHENTICATION)

This bond is one of the bonds described in the within-mentioned Resolutions and is one of the Residential Finance Program Bonds, [Issue 2020-3A (Non-AMT)] [Issue 2020-3B (Federally Taxable)] of the Tennessee Housing Development Agency.

U.S. BANK NATIONAL ASSOCIATION, as
Trustee

By _____
Authorized Officer

ARTICLE VI

MISCELLANEOUS

Section 6.01. No Recourse Against Members or Other Persons. No recourse may be had for the payment of principal of or premium or interest on the Issue 2020-3 Bonds or for any claim based thereon or on this Resolution against any member of THDA or any person executing the Issue 2020-3 Bonds and neither the members of THDA nor any person executing the Issue 2020-3 Bonds may be liable personally on the Issue 2020-3 Bonds or be subject to any personal liability or accountability by reason of the execution thereof.

Section 6.02. Bonds not Debt, Liability or Obligation of the State or the United States of America. The Issue 2020-3 Bonds are not a debt, liability or the obligation of the State or any other political subdivision thereof. Neither the full faith and credit nor the taxing power of the State, or of any other political subdivision thereof, is pledged for the payment of the principal of or interest on the Issue 2020-3 Bonds. The Issue 2020-3 Bonds are not a debt, liability or obligation of the United States of America or any agency thereof. Neither the full faith and credit nor the taxing power of the United States of America is pledged for payment of the principal of or interest on the Issue 2020-3 Bonds.

Section 6.03. Delivery of Projected Cash Flow Statements. THDA shall deliver such Projected Cash Flow Statements at the times and on the occasions set forth in the General Resolution or this Resolution.

Section 6.04. Authorized Officers. The Chairperson, Vice Chairperson, Executive Director, General Counsel, Deputy Executive Director and Secretary of THDA and the Secretary and any Assistant Secretary of the Bond Finance Committee and any other proper officer of THDA, be, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution, the General Resolution and the Official Statement.

Section 6.05. Authorized Trustee. THDA authorizes and directs the Trustee to perform any and all acts contemplated to be performed by the Trustee pursuant to the terms and provisions of this Resolution.

Section 6.06. Covenant to Comply with Federal Tax Law Requirements. THDA hereby covenants to comply with all applicable requirements of the Code so that interest on the Issue 2020-3A Bonds will be excluded from gross income of the holders thereof for federal income tax purposes, including the rebate requirement of Section 148(f) of the Code. THDA also covenants to pay any interest or penalty imposed by the United States for failure to comply with said rebate requirements. In accordance with the rebate requirement, THDA agrees that there will be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any temporary, proposed or final Treasury Regulations as may be applicable to the Issue 2020-3A Bonds from time to time.

Section 6.07. Continuing Disclosure Undertaking.

(a) THDA shall deliver to the MSRB, within 210 days after the end of each Fiscal Year:

(i) a copy of the annual financial statements of THDA prepared in accordance with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board; and

(ii) an annual update of the type of information in the Official Statement (A) contained in Appendix E, (B) regarding annual required contributions for employee pension plan and other post-employment benefits to the extent not included in annual financial statements and (C) of the nature disclosed under the following headings (including, without limitation, information with respect to the outstanding balances of Program Loans, by mortgage type, delinquency information, acquisition costs and income limits):

(A) Residential Finance Program Bonds; and

(B) Residential Finance Program Loans.

The information described in this subsection (a) may be provided by specific reference to documents (including official statements, to the extent the official statements include the information described in this subsection (a)) previously provided to the MSRB or filed with the Securities and Exchange Commission.

If unaudited financial statements are provided as part of the information required to be delivered under this subsection (a) within the time period specified above, THDA shall provide, when and if available, a copy of THDA's audited financial statements to the MSRB.

(b) THDA shall deliver to the MSRB and the Trustee, in a timely manner not in excess of 10 business days after the occurrence of the event, notice of the occurrence of any of the following events (if applicable) with respect to the Issue 2020-3 Bonds:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on the Bond Reserve Fund (or other debt service reserves) reflecting financial difficulties;
- (iv) unscheduled draws on any credit enhancements reflecting financial difficulties;
- (v) substitution of any credit or liquidity provider, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Issue 2020-3 Bonds, or other material events affecting the tax status of the Issue 2020-3 Bonds;
- (vii) modifications to rights of the holders of the Issue 2020-3 Bonds, if material;
- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution or sale of property securing repayment of the Issue 2020-3 Bonds, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of THDA (which event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for THDA in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of THDA, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement

or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of THDA);

(xiii) The consummation of a merger, consolidation or acquisition involving THDA or the sale of all or substantially all of the assets of THDA, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(xiv) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(xv) Incurrence of a financial obligation of THDA, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of THDA, any of which affect Bondholders, if material; and

(xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of THDA, any of which reflect financial difficulties.

For the purposes of the events identified in clauses (xv) and (xvi) above, the term “financial obligation” means: (A) a debt obligation; (B) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (C) a guarantee of (A) or (B). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with Rule 15c2-12 of the Securities and Exchange Commission (the “Rule”).

Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Issue 2020-3 Bonds or defeasance of any Issue 2020-3 Bonds need not be given pursuant to this Section 6.07 any earlier than the notice (if any) of such redemption or defeasance is given to the owners of the Issue 2020-3 Bonds pursuant to the Resolution.

(c) THDA shall give notice to the Trustee and the MSRB in a timely manner of any failure by THDA to provide any information required pursuant to subsection (a) above within the time limit specified therein.

(d) All notices, documents and information provided to the MSRB shall be provided in an electronic format as prescribed by the MSRB and shall be accompanied by identifying information as prescribed by the MSRB.

(e) THDA agrees that the provisions of this Section 6.07 shall be for the benefit of the beneficial owners of the Issue 2020-3 Bonds whether or not the Rule applies to such Issue 2020-3 Bonds.

(f) THDA may amend this Resolution with respect to the above agreements, without the consent of the beneficial owners of the Issue 2020-3 Bonds (except to the extent

required under clause (iv)(B) below), if all of the following conditions are satisfied: (i) such amendment is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of THDA or the type of business conducted thereby; (ii) these agreements as so amended would have complied with the requirements of the Rule as of the date of this Resolution, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; (iii) THDA shall have delivered to the Trustee an opinion of counsel, addressed to THDA and the Trustee, to the same effect as set forth in clause (ii) above; (iv) either (A) THDA shall deliver to the Trustee an opinion of or determination by a person unaffiliated with THDA (which may include the Trustee or bond counsel), acceptable to THDA and the Trustee, addressed to THDA and the Trustee, to the effect that the amendment does not materially impair the interests of the holders of the Issue 2020-3 Bonds or (B) the holders of the Issue 2020-3 Bonds consent to the amendment pursuant to the same procedures as are required for amendments to the General Resolution with consent of the holders of Bonds pursuant to the General Resolution as in effect on the date of this Resolution; and (v) THDA shall have delivered copies of such opinion(s) and the amendment to the MSRB.

(g) THDA's obligations with respect to the beneficial owners of the Issue 2020-3 Bonds under these agreements as set forth above terminate upon a legal defeasance pursuant to the General Resolution, prior redemption or payment in full of all of the Issue 2020-3 Bonds. THDA shall give notice of any such termination to the MSRB.

(h) Failure by THDA to comply with this Section 6.07 shall not constitute an Event of Default under the General Resolution but the undertaking in this Section 6.07 may be enforced by any beneficial owner of the Issue 2020-3 Bonds exclusively by an action for specific performance. The obligations of THDA in this Section 6.07 shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of the obligations under this Section 6.07 shall be instituted in a court of competent jurisdiction in the State.

Section 6.08. Confirmation and Adjustment of Terms by Designated Authorized Officer. The terms of the Issue 2020-3 Bonds are herein established subject to confirmation by the Designated Authorized Officer upon the sale of the Issue 2020-3 Bonds by the Designated Authorized Officer. The Designated Authorized Officer is hereby authorized to make such changes or modifications in the principal amounts, maturities and interest rates for the Issue 2020-3 Bonds and in the application of the proceeds thereof, paying agents, terms of redemption and the schedule of prepayment amounts to be used for accrued principal installments in such manner as the Designated Authorized Officer determines to be necessary or convenient to better achieve the purposes of the Act and in the best interests of THDA.

Section 6.09. Effective Date. This Resolution will take effect immediately.

EXHIBIT A-1

ISSUE 2020-3A BOND PURCHASE AGREEMENT

EXHIBIT A-2

ISSUE 2020-3B BOND PURCHASE AGREEMENT

EXHIBIT B

PLANNED AMORTIZATION AMOUNTS FOR PAC BONDS

<u>Date</u>	<u>Issue 2020-3A</u>	<u>Issue 2020-3B</u>
	<u>PAC Bonds</u>	<u>PAC Bonds</u>
	<u>Planned Amortization</u>	<u>Planned Amortization</u>
	<u>Amount</u>	<u>Amount</u>
January 1, 2021	\$ 290,000	\$ 290,000
July 1, 2021	490,000	500,000
January 1, 2022	1,140,000	1,160,000
July 1, 2022	2,190,000	2,220,000
January 1, 2023	3,620,000	3,650,000
July 1, 2023	5,320,000	5,350,000
January 1, 2024	7,010,000	7,040,000
July 1, 2024	8,610,000	8,640,000
January 1, 2025	10,125,000	10,155,000
July 1, 2025	11,550,000	11,585,000
January 1, 2026	12,885,000	12,930,000
July 1, 2026	14,140,000	14,185,000
January 1, 2027	15,315,000	15,360,000
July 1, 2027	16,410,000	16,445,000
January 1, 2028	17,430,000	17,460,000
July 1, 2028	18,370,000	18,395,000
January 1, 2029	19,235,000	19,255,000
July 1, 2029	20,030,000	20,040,000
January 1, 2030	20,665,000	20,665,000

**400% PSA PREPAYMENT AMOUNTS
FOR ISSUE 2020-3 BONDS**

Date	Cumulative Amount	Date	Cumulative Amount
January 1, 2021	\$ 951,434	July 1, 2036	\$ 128,326,771
July 1, 2021	4,920,081	January 1, 2037	128,536,384
January 1, 2022	12,010,055	July 1, 2037	128,714,088
July 1, 2022	21,941,846	January 1, 2038	128,864,536
January 1, 2023	34,088,873	July 1, 2038	128,991,723
July 1, 2023	46,907,840	January 1, 2039	129,099,075
January 1, 2024	58,370,318	July 1, 2039	129,189,530
July 1, 2024	68,377,839	January 1, 2040	129,265,605
January 1, 2025	77,004,533	July 1, 2040	129,329,455
July 1, 2025	84,438,373	January 1, 2041	129,382,924
January 1, 2026	90,842,012	July 1, 2041	129,427,587
July 1, 2026	96,356,159	January 1, 2042	129,464,793
January 1, 2027	101,102,519	July 1, 2042	129,495,691
July 1, 2027	105,186,334	January 1, 2043	129,521,261
January 1, 2028	108,698,592	July 1, 2043	129,542,339
July 1, 2028	111,717,941	January 1, 2044	129,559,638
January 1, 2029	114,312,342	July 1, 2044	129,573,761
July 1, 2029	116,540,511	January 1, 2045	129,585,224
January 1, 2030	118,453,163	July 1, 2045	129,594,462
July 1, 2030	120,094,089	January 1, 2046	129,601,845
January 1, 2031	121,501,091	July 1, 2046	129,607,686
July 1, 2031	122,706,796	January 1, 2047	129,612,249
January 1, 2032	123,739,349	July 1, 2047	129,615,757
July 1, 2032	124,623,029	January 1, 2048	129,618,399
January 1, 2033	125,378,766	July 1, 2048	129,620,330
July 1, 2033	126,024,602	January 1, 2049	129,621,685
January 1, 2034	126,576,084	July 1, 2049	129,622,574
July 1, 2034	127,046,600	January 1, 2050	129,623,089
January 1, 2035	127,447,679	July 1, 2050	129,623,308
July 1, 2035	127,789,242	January 1, 2051	129,623,347
January 1, 2036	128,079,826	July 1, 2051	129,623,356

EXHIBIT C

FORM OF BONDS

REGISTERED

R-[1A][1B][-1]

[\$_____]

**TENNESSEE HOUSING DEVELOPMENT AGENCY
RESIDENTIAL FINANCE PROGRAM BOND
ISSUE 2020-3[A][B] [(Non-AMT)] [FEDERALLY TAXABLE]**

Interest Rate	Dated Date	Maturity Date	Cusip
[_____]%	July 16, 2020	[_____]	880461[_____]

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: [_____]

TENNESSEE HOUSING DEVELOPMENT AGENCY (hereinafter sometimes called “THDA”), a body politic and corporate and a political subdivision of the State of Tennessee (herein called the “State”), created and existing under and by virtue of the laws of the State, acknowledges itself indebted, and for value received hereby promises to pay to the Registered Owner (shown above), or registered assigns, the principal sum (shown above), on the maturity date specified above, and to pay interest on said principal sum to the Registered Owner of this Bond from the dated date hereof until THDA’s obligation with respect to the payment of said principal sum shall be discharged, at the rate per annum specified above payable on each January 1 and July 1 commencing January 1, 2021. The principal of and interest on this Bond are payable at the designated corporate trust office of U.S. Bank National Association, Nashville, Tennessee in any coin or currency of the United States of America, which, on the respective dates of payment thereof shall be legal tender for the payment of public and private debts.

This Bond is one of the bonds of THDA designated “Residential Finance Program Bonds” (herein called the “Bonds”) authorized to be issued in various series under and pursuant to the Tennessee Housing Development Agency Act, Sections 13-23-101 et seq., of the Tennessee Code Annotated, as amended (herein called the “Act”), a resolution of THDA adopted January 29, 2013, as amended and supplemented by the Bond Finance Committee on April 18, 2013, and entitled “General Residential Finance Program Bond Resolution” (herein called the “General Resolution”) and a supplemental resolution authorizing each issue. As provided in the General Resolution, the Bonds may be issued from time to time in one or more series of various principal amounts, may

bear interest at different rates and subject to the provisions thereof, may otherwise vary. All Bonds issued and to be issued under the General Resolution are and will be equally secured by the pledges and covenants made therein, except as otherwise expressly provided or permitted in the General Resolution.

This bond is one of a series of bonds additionally designated “Issue 2020-3[A][B] [(Non-AMT)][(Federally Taxable)]” (herein called the “Bonds”) issued in the aggregate principal amount of \$72,500,000 under the General Resolution, a resolution of THDA adopted on March 24, 2020, as approved in its amended and supplemented form by the Designated Authorized Officer on June 30, 2020 (collectively with the General Resolution, the “Resolutions”). Copies of the Resolutions are on file at the office of THDA in Nashville, Tennessee and at the principal corporate trust office of U.S. Bank National Association, Nashville, Tennessee, as trustee under the General Resolution (said trustee under the General Resolution being called herein the “Trustee”) and reference to the Resolutions and any and all supplements thereto and modifications and amendments thereof and to the Act is made for a description of the pledges and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledges, the rights and remedies of the bearers or registered owners of the Bonds with respect thereto and the terms and conditions upon which the Bonds have been issued and may be issued thereunder. The Bonds are issued contemporaneously with THDA’s Residential Finance Program Bonds, Issue 2020-3[A][B] [(Non-AMT)][(Federally Taxable)] issued in the aggregate principal amount of \$72,500,000.

To the extent and in the manner permitted by the terms of the Resolutions, the provisions of the Resolutions or any resolution amendatory thereof or supplemental thereto may be modified or amended by THDA with the written consent of the holders of at least two-thirds in principal amount of the Bonds then outstanding, and, in case less than all of the several series of Bonds would be affected thereby, with such consent of the holders of at least two-thirds in principal amount of the Bonds of each series so affected then outstanding. If such modification or amendment will by its terms not take effect so long as any Bonds of any specified like series and maturity remain outstanding, however, the consent of the holders of such Bonds shall not be required. In addition, certain other modifications or amendments to the Resolutions can be made which are not contrary to or inconsistent with the Resolutions without the consent of the Bondholders.

The holder of this Bond shall have no right to enforce the provisions of the Resolutions, to institute actions to enforce the provisions of the Resolutions or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the General Resolution. In certain events, on the conditions, in the manner and with the effect set forth in the General Resolution, the principal of all the Bonds issued thereunder and then outstanding, together with accrued interest thereon, may become or may be declared due and payable before the maturity thereof.

This Bond is transferable, as provided in the Resolutions, only upon the books of THDA kept for that purpose at the office of the Trustee by the registered owner hereof in person or by such owner’s attorney duly authorized in writing, upon surrender of this Bond together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or such owner’s attorney duly authorized in writing, and thereupon a new registered Bond or Bonds in the same aggregate principal amount and of the same subseries and maturity shall be issued to

the transferee in exchange therefor as provided in the General Resolution and upon the payment of the charges, if any, therein prescribed. THDA and the Trustee may treat and consider the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price, if any, hereof and interest due hereon and for all other purposes whatsoever.

This Bond is a special limited obligation of THDA payable solely from the revenues and assets pledged therefor pursuant to the General Resolution.

The Bonds are issued as fully registered bonds in the denomination of \$5,000 or any integral multiple thereof.

The Bonds are subject to optional, mandatory and sinking fund redemption as described in the Resolutions.

This Bond does not constitute a debt, liability or other obligation of the State or any political subdivision thereof other than THDA and neither the State nor any political subdivision thereof shall be obligated to pay the principal of the Bonds or the interest thereon. Neither the faith and credit nor the taxing power of the State or of any political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds.

This Bond shall not be valid or become obligatory for any other purpose or be entitled to any security or benefit under the Resolutions until the Certificate of Authentication hereon shall have been signed by the Trustee.

The Act provides that neither the members of THDA nor any person executing this Bond shall be liable personally hereon or shall be subject to any personal liability or accountability by reason of its execution.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Constitution or statutes of the State and the Resolutions to exist, to have happened or to have been performed precedent to or in the issuance of this Bond, exist, have happened and have been performed in due time, form and manner as required by law and that the issuance of the Bonds, together with all other indebtedness, of THDA, is within every debt and other limit prescribed by law.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, TENNESSEE HOUSING DEVELOPMENT AGENCY has caused this Bond to be executed in its name by the manual or facsimile signature of its Chairperson and its corporate seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced hereon and attested by the manual or facsimile signature of its Executive Director, all as of the dated date shown above.

TENNESSEE HOUSING DEVELOPMENT
AGENCY

By _____
Michael L. Hedges
Chairperson
[SEAL]

Attest:

By _____
Ralph M. Perrey
Executive Director

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within-mentioned Resolutions and is one of the Residential Finance Program Bonds, Issue 2020-3[A][B] [(Non-AMT)][(Federally Taxable)] of the Tennessee Housing Development Agency.

U.S. BANK NATIONAL ASSOCIATION, as
Trustee

By _____
Authorized Signatory

Dated: July 16, 2020

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM - as tenants in common
TEN ENT - as tenants by the entirety
JT TEN - as joint tenants with the
right of survivorship and
not as tenants in common

UNIFORM GIFT MIN ACT - _____ Custodian _____
(Cust) (Minor)

under Uniform Gifts to Minors

Act _____
(State)

Additional Abbreviations may also be used though
not in the above list

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____, attorney to transfer the said Bond on the bond register, with full power of substitution in the premises.

Dated: _____

Social Security Number or
Employer Identification
Number of Transferred: _____

Signature guaranteed: _____

NOTICE: The assignor’s signature to this Assignment must correspond with the name as it appears on the face of the within Bond in every particular without alteration or any change whatever.

13. OFFICIAL STATEMENT:

May Be Viewed on the Investors Webpage at THDA's Website at

<https://thda.org/investors/investors>