

*Minnesota Housing Finance Agency has prepared this Official Statement to provide information about the Series Bonds. Selected information is presented on this cover page for the convenience of the user. To make an informed decision regarding the Series Bonds, a prospective investor should read this Official Statement in its entirety. Unless indicated, capitalized terms used on this cover page have the meanings given in this Official Statement.*



**\$38,526,925**  
**MINNESOTA HOUSING FINANCE AGENCY**  
**Homeownership Finance Bonds, 2014 Series A (Non-AMT)<sup>†</sup>**  
**(GNMA and FNMA Pass-Through Program)**

Dated Date: Date of Delivery

Due: as shown below

<i>Tax Exemption</i>	Interest on the above-described 2014 Series A Bonds (the "Series Bonds") is not includable in gross income for federal income tax purposes or taxable net income of individuals, trusts and estates for Minnesota income tax purposes. (For additional information, including further information on the application of federal and state alternative minimum tax provisions to the Series Bonds, see "Tax Exemption and Related Considerations" herein.)
<i>Redemption</i>	All or a portion of the Series Bonds are subject to optional and mandatory redemption, including redemption at par, without premium, as described under "The Series Bonds" herein.
<i>Security</i>	The Series Bonds are secured, on a parity with Outstanding Bonds that have been and may be issued under the Bond Resolution, by a pledge of Bond proceeds, Program Obligations, Investment Obligations, Revenues and other assets held under the Bond Resolution, except as otherwise expressly provided therein. The Series Bonds are also general obligations of the Agency, payable out of any of its generally available moneys, assets or revenues. <i>The Agency has no taxing power. The State of Minnesota is not liable for the payment of the Series Bonds and the Series Bonds are not a debt of the State.</i> (See "Security for the Bonds" herein.)
<i>Interest Payment Dates</i>	The first day of each month, commencing August 1, 2014, and, in respect of a Series Bond to be redeemed, the redemption date.
<i>Denominations</i>	\$1.00 or any multiple thereof.
<i>Closing/Settlement</i>	June 19, 2014 through the facilities of DTC in New York, New York.
<i>Bond Counsel</i>	Kutak Rock LLP, Atlanta, Georgia.
<i>Underwriters' Counsel</i>	Dorsey & Whitney LLP, Des Moines, Iowa.
<i>Trustee</i>	Wells Fargo Bank, National Association, in Minneapolis, Minnesota.
<i>Book-Entry-Only System</i>	The Depository Trust Company. (See Appendix E hereto.)

**\$38,526,925 3.00% Series Bonds due July 1, 2044 at 100% (CUSIP 60416Q FY5\*)**

The Series Bonds are offered, when, as and if issued, subject to withdrawal or modification of the offer without notice and to the opinion of Kutak Rock LLP, Atlanta, Georgia, Bond Counsel, as to the validity of, and tax exemption of interest on, the Series Bonds.

**RBC Capital Markets****Piper Jaffray & Co.****Wells Fargo Securities**

The date of this Official Statement is June 10, 2014.

<sup>†</sup> Interest not included in the calculation of adjusted current earnings of corporations for purposes of the federal alternative minimum tax. (See "Tax Exemption and Related Considerations" herein.)

\* The CUSIP number has been assigned by an organization not affiliated with the Agency and is included for the convenience of the owners of the Series Bonds. The Agency is not responsible for the selection or uses of the CUSIP number, nor is any representation made as to its correctness on the Series Bonds or as indicated above. A CUSIP number may be changed after the issuance date. CUSIP® is a registered trademark of the American Bankers Association.

Neither Minnesota Housing Finance Agency nor the Underwriters have authorized any dealer, broker, salesman or other person to give any information or representations, other than those contained in this Official Statement, and, if given or made, prospective investors must not rely on that other information or representations as having been an offer to buy nor may there be any sale of the Series Bonds by any person in any jurisdiction in which it is unlawful for that person to make that offer, solicitation or sale. The information and expressions of opinion in this Official Statement are subject to change without notice and neither the delivery of the Official Statement nor any sale made hereunder will, under any circumstances, create any implication that there has been no change in the affairs of the Agency since the date hereof.

This Official Statement contains statements which, to the extent they are not recitations of historical fact, constitute “forward-looking statements.” In this respect, the words “estimate,” “intend,” “expect,” and similar expressions are intended to identify forward-looking statements. A number of important factors affecting the Agency, its Program and the Series Bonds could cause actual results to differ materially from those contemplated in the forward-looking statements.

The Underwriters have reviewed the information in this Official Statement in accordance with, and as a part of, their respective responsibilities under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of the information.

In connection with this offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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**OFFICIAL STATEMENT  
RELATING TO  
\$38,526,925  
MINNESOTA HOUSING FINANCE AGENCY  
HOMEOWNERSHIP FINANCE BONDS, 2014 SERIES A  
(GNMA AND FNMA PASS-THROUGH PROGRAM)**

This Official Statement (which includes the Appendices) provides certain information concerning the Minnesota Housing Finance Agency (the “Agency”), created by Minnesota Statutes, Chapter 462A, as amended (the “Act”), and its Homeownership Finance Bonds, 2014 Series A (GNMA and FNMA Pass-Through Program) (the “Series Bonds”), in connection with the offering and sale of the Series Bonds by the Agency and for the information of all who may become initial owners of the Series Bonds. The Series Bonds are being issued pursuant to the Act, a resolution of the Agency adopted December 11, 2009 (as amended and supplemented in accordance with its terms, the “Bond Resolution”), and a series resolution of the Agency adopted June 5, 2014 (the “2014 Series Resolution”). (The Bond Resolution and the 2014 Series Resolution are herein sometimes referred to as the “Resolutions.”)

The Homeownership Finance Bonds Outstanding in the aggregate principal amount of \$660,191,000 as of April 30, 2014, under the Bond Resolution, and any additional Homeownership Finance Bonds which may be issued pursuant to the Bond Resolution, including the Series Bonds, will be equally and ratably secured thereunder (except as otherwise expressly provided therein) and are herein sometimes called the “Bonds.”

The Resolutions should be referred to for the definitions of capitalized terms used herein, some of which are reproduced in this Official Statement. The summaries and references herein to the Act, the Resolutions, and other documents are only outlines of certain provisions and do not purport to summarize or describe all the provisions thereof. All references herein to the Act and the Resolutions are qualified in their entirety by reference to the Act and the Resolutions, copies of which are available from the Agency, and all references to the Series Bonds are qualified in their entirety by reference to the definitive forms thereof and the information with respect thereto contained in the Resolutions.

**INTRODUCTION**

The Agency is a public body corporate and politic, constituting an agency of the State of Minnesota. The Act authorizes the Agency to issue bonds for the purpose, among other purposes, of purchasing, making or otherwise participating in the making of long-term mortgage loans to persons and families of low and moderate income for the purchase of residential housing upon the determination by the Agency that the loans are not otherwise available from private lenders upon equivalent terms and conditions.

Since its creation in 1971, the Agency has issued bonds to purchase single family mortgage loans, to purchase home improvement loans and to finance multifamily developments. In addition to financing loans through the issuance of debt, the Agency finances grants and loans through State and federal appropriations and its Alternative Loan Fund in the Residential Housing Finance Bond Fund. Please refer to the comments under the heading “Net Assets Restricted by Covenant” in the notes to the financial statements included in Appendix A to this Official Statement.

Prior to the fall of 2009, the Agency implemented its single-family mortgage lending program under the Bond Resolution by purchasing “whole loans” from lenders and financing purchases of the loans with proceeds of its bonds. In September 2009, the Agency changed implementation of its program by acquiring mortgage-backed securities guaranteed as to timely payment of principal and interest by a Federal Mortgage Agency (as defined in the Resolutions, “Program Securities”) instead of directly acquiring mortgage loans from lenders. (See “The Homeownership Finance Program—History and Transition to ‘MBS’ Model.”) To date, only Program Securities have been acquired with Bonds issued pursuant to the Bond Resolution. (See “Security for the Bonds—Program Securities Pledged under the Bond Resolution.”)

The Series Bonds are being issued to provide money for the Agency to be used to continue its Program of purchasing Program Securities guaranteed as to timely payment of principal and interest by the Government

National Mortgage Association (“GNMA Securities”), the Federal National Mortgage Association (“Fannie Mae Securities”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac Securities”) and backed by pools of mortgage loans (i) insured by the Federal Housing Administration (the “FHA”) of the United States Department of Housing and Urban Development (“HUD”) pursuant to the National Housing Act of 1934, as amended (the “Housing Act”), (ii) guaranteed by the Veterans Administration (“VA”) pursuant to the Servicemen’s Readjustment Act of 1944, as amended, (iii) guaranteed by USDA Rural Development (formerly Rural Economic and Community Development) (“USDA Rural Development”), under its Guaranteed Rural Housing Loan Program, or (iv) insured by private mortgage insurance issued by an entity acceptable to the Federal National Mortgage Association (“Fannie Mae”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac”) or having certain loan-to-value ratios or other characteristics acceptable to Fannie Mae or Freddie Mac (“Program Loans”), which certain mortgage lending institutions (the “Lenders”) have made to qualified persons or families of low and moderate income to finance the purchase of single-family residences in Minnesota.

The Program Securities (or participations therein) to be funded with proceeds of the Series Bonds will be GNMA Securities or Fannie Mae Securities (the “2014A Program Securities”). The Agency will apply proceeds of the Series Bonds to acquire the 2014A Program Securities (or reimburse itself for previous acquisition) on the date of issuance of the Series Bonds. The 2014A Program Securities are expected to consist of 4 GNMA Securities in approximately \$18.6 million in outstanding principal amount with an average weighted pass-through interest rate of 3.82% and 18 Fannie Mae Securities in approximately \$20.0 million in outstanding principal amount with an average weighted pass-through interest rate of 4.13% and are further identified in Appendix G to this Official Statement. Repayments and prepayments of principal of Program Loans backing 2014A Program Securities, which are to be credited to the subaccount in the Revenue Fund related to the Series Bonds, will be applied to the mandatory redemption of the Series Bonds as described under “The Series Bonds—Mandatory Redemption.”

The Series Bonds are secured, on a parity with Outstanding Bonds that the Agency has issued and may issue under the Bond Resolution (except as otherwise expressly provided therein), by a pledge of all Program Obligations, Investment Obligations, Revenues and other assets held and received by the Agency pursuant to the Bond Resolution. Under the Bond Resolution, the Agency is authorized to acquire Program Obligations which consist of (i) Program Securities backed by Program Loans or (ii) Program Loans. (See “Security for the Bonds” and “Appendix D – Summary of Certain Provisions of the Bond Resolution.”) Because the Agency has changed its Program to an MBS model, it currently expects to use proceeds of future Bonds issued under the Bond Resolution to finance the acquisition of Program Securities and not Program Loans.

The Series Bonds are also general obligations of the Agency payable from any of its moneys, assets or revenues, subject only to the provisions of other resolutions or indentures now or hereafter pledging and appropriating particular moneys, assets or revenues to particular notes or bonds, or State or federal laws or restrictions that provide that particular funds must be applied for a specified purpose. The net assets of the General Reserve and the Alternative Loan Fund are legally available if needed to pay debt service on any obligations of the Agency, including the Series Bonds. (See “The Agency—Net Assets Restricted By Covenant and Operations to Date—General Reserve; Alternative Loan Fund.”) (For purposes of the Resolutions, the General Reserve is designated as the “General Reserve Account.”)

Although the State has appropriated amounts to the Agency for various specific purposes (see “The Agency—State Appropriations”), the Agency generally pays its general and administrative expenses from certain interest earnings and fees charged in connection with its bond-funded programs. For programs funded through State appropriations, the Agency recovers the costs of administering the programs from those appropriations only to the extent of interest earnings on the appropriations. The appropriations are not available to pay debt service on the Bonds.

**The Agency has no taxing power. Neither the State of Minnesota nor any political subdivision thereof is or will be obligated to pay the principal or redemption price of or interest on the Series Bonds and neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to that payment.**

## THE AGENCY

### Purpose

The Agency was created in 1971 by the Act as a public body corporate and politic, constituting an agency of the State of Minnesota, in response to legislative findings that there existed in Minnesota a serious shortage of decent, safe, and sanitary housing at prices or rentals within the means of persons and families of low and moderate income, and that the existing patterns of providing housing in the State limited the ability of the private building industry and the investment industry to produce housing for those persons and families without assistance and resulted in a failure to provide sufficient long-term mortgage financing for that housing.

### Structure

Under the Act, the membership of the Agency consists of the State Auditor and six public members appointed by the Governor with the advice and consent of the Senate for terms of four years. Pursuant to the Act, each member continues to serve until a successor has been appointed and qualified. The Chairman of the Agency is designated by the Governor from among the appointed public members. Pursuant to state law, the State Auditor may delegate duties and has delegated her duties as a member of the Agency in the event that the Auditor is unable to attend a meeting of the Agency.

The present members of the Agency, who serve without compensation (except for per diem allowance and expenses for members not otherwise compensated as public officers), are listed below.

*Kenneth R. Johnson*, Chairman – Term expires January 2015, Woodbury, Minnesota – Retired  
Economic Development Executive

The Honorable *Rebecca Otto* — *Ex officio*, St. Paul, Minnesota – State Auditor

*Joseph Johnson III*, Vice Chairman — Term expires January 2017, Duluth, Minnesota – Banker

*Steven Johnson*, Member — Term expired January 2014, Apple Valley, Minnesota – Chief  
Financial Officer\*

*Gloria J. Bostrom*, Member — Term expires January 2016, Roseville, Minnesota – Retired

*John DeCramer*, Member — Term expires January 2016, Marshall, Minnesota – Magnetics  
Engineer

*Stephanie Klinzing*, Member – Term expires January 2015, Elk River, Minnesota – Writer and  
Publisher

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\*Serves until a successor is appointed and qualified.

### Staff

The staff of the Agency presently consists of approximately 238 persons, including professional staff members and contractors who have responsibilities in the fields of finance, law, mortgage underwriting, architecture, construction inspection and housing management. The Attorney General of the State of Minnesota provides certain legal services to the Agency.

The Commissioner is appointed by the Governor. The Act authorizes the Commissioner of the Agency to appoint permanent and temporary employees as the Commissioner deems necessary subject to the approval of the Commissioner of Management and Budget.

The principal officers and staff related to the Program are as follows:

*Mary Tingerthal* — Commissioner. Ms. Tingerthal was appointed Commissioner effective February 2011. Before her appointment, Ms. Tingerthal was President of Capital Markets Companies for the Housing Partnership

Network where she coordinated the work of the Housing Partnership Fund, which provides acquisition and predevelopment financing; Housing Partnership Ventures, which serves as the Network's investment vehicle; the Charter School Financing Partnership, a new conduit for charter school loans; and the Network's housing counseling intermediary and neighborhood stabilization programs. In 2008, she was instrumental in establishing the National Community Stabilization Trust -- a nationwide company dedicated to helping local organizations put vacant and foreclosed properties back into productive reuse. Prior to that, Ms. Tingerthal held senior management positions with the National Equity Fund, GMAC Residential Funding, the City of Saint Paul, and the Community Reinvestment Fund. She worked for the Agency beginning in the late 1970s when she spent 10 years working with the Agency's home improvement division. Ms. Tingerthal holds a Master's Degree in Business from Stanford Graduate School of Business, and a Bachelor of Arts Degree from the University of Minnesota. She serves as the vice chair of the Consumer Advisory Council to the Federal Reserve Board and serves on the Boards of the National Housing Trust, the National Community Investment Fund, and on the investment committee of the Calvert Foundation.

*Barbara Sporlein* — Deputy Commissioner, appointed effective November 2011. Her primary responsibilities are talent management, agency-wide planning, inter-agency collaboration, and credit risk management. Prior to this position, Ms. Sporlein was the Director of Planning for the City of Minneapolis between 2004 and 2011. As Planning Director she was responsible for the City's long range planning, transportation planning, development consultation and review, heritage preservation, environmental review, public art program, and zoning administration and enforcement. Prior to that position, Ms. Sporlein served as the Deputy Director of the Saint Paul Public Housing Agency between 1994 and 2004, and as a City Planner for the City of Saint Paul from 1990 to 1994. Ms. Sporlein has a Bachelor of Science Degree in Geography from the University of Wisconsin-Madison, a Master of Planning Degree from the Humphrey School of Public Affairs at the University of Minnesota, and a Certificate in Advanced Studies in Public Administration from Hamline University. Ms. Sporlein serves on the Board of Directors for the Daniel Rose Center for Public Leadership in Land Use, and is a member of the Citizens League, the Urban Land Institute, the Minnesota Chapter of National Association of Housing and Redevelopment Organizations, and the American Planning Association. Ms. Sporlein is a Certified Public Housing Manager and Housing Finance Professional.

*Rob Tietz* — Chief Financial Officer, appointed effective January 2014. Prior to joining the Agency, Mr. Tietz was employed by the Iowa Finance Authority where he served as Financial Analyst/Finance and Funding Manager from August 2009 to January 2014. From 2001 to August 2009, he was a municipal bond trader and portfolio manager at Principal Global Investors, in Des Moines, Iowa. Mr. Tietz has a Bachelor of Science degree in Finance from Drake University.

*William Kapphahn* — Director of Finance effective September 2008. Mr. Kapphahn has managed debt and investments for the Agency since September 2007. Previously Mr. Kapphahn was Controller for the Agency from November 1998 to September 2007. From June 1996 to October 1998, he was Director of Finance and Administration at Children's Home Society and Family Services with responsibility for accounting, information systems, and facility management. Previous to that, he held various accounting positions of increasing responsibility at The Saint Paul Foundation, Amherst H. Wilder Foundation, Servomation Corporation, and Land O' Lakes, Inc. Mr. Kapphahn holds a Masters degree in Business Administration with a concentration in Finance and a Bachelor of Arts degree in Business Administration from the University of St. Thomas, St. Paul, Minnesota.

*Paula Beck* — General Counsel, appointed effective October 2011. Ms. Beck's previous experience with the Agency includes her role as Counsel from 2009 until her General Counsel appointment and as an Assistant Attorney General representing the Agency from 1999 to 2004. From 2004 to 2009, Ms. Beck served as Associate General Counsel for Sherman Associates, Inc., a Minneapolis-based developer of residential and commercial real estate, including affordable housing, and from 1997 to 1999, she was an associate at the Minneapolis-based law firm of Leonard, Street and Deinard. Ms. Beck earned her law degree from Harvard Law School and holds a Bachelor of Arts degree from Swarthmore College in Pennsylvania.

*Michael A. Haley* — Assistant Commissioner, Minnesota Single Family Division since September 1980. From January 1972 to September 1980, he was Assistant Vice President of the Marquette National Bank of Minneapolis with responsibility for the Bank's residential mortgage operations which included secondary market sales and operations, business development and mortgage loan underwriting and approval. Mr. Haley has a Masters degree in Business Administration and a Bachelor of Arts degree from the University of St. Thomas, St. Paul,

Minnesota. Mr. Haley also is a graduate of the Mortgage Bankers Association of America School of Mortgage Banking.

The Agency's offices are located at 400 Sibley Street, St. Paul, Minnesota 55101, and its general telephone number is (651) 296-7608. The Agency's Investor Relations Representative may be reached at the Agency's general telephone number. The Agency's website address is <http://www.mnhousing.gov>. No portion of the Agency's website is incorporated into this Official Statement.

### **Independent Auditors**

The financial statements of the Agency as of and for the year ended June 30, 2013, included in this Official Statement as Appendix A have been audited by CliftonLarsonAllen LLP (formed as a result of the merger of LarsonAllen LLP and Clifton Gunderson LLP on January 2, 2012), independent auditors, as stated in their report appearing herein. The auditors have not performed any agreed-upon procedures in respect of any financial statements of the Agency after June 30, 2013.

The Agency has engaged McGladrey LLP, independent auditors, to audit the financial statements of the Agency as of and for the year ending June 30, 2014. McGladrey LLP has not been engaged to perform, and has not performed any procedures on the financial statements included herein. McGladrey LLP also has not performed any procedures relating to this Official Statement.

### **Financial Statements of the Agency**

The Agency financial statements included in this Official Statement as Appendix A as of and for the fiscal year ended June 30, 2013 are presented in combined "Agency-wide" form followed by "fund" financial statements presented for its major funds in order to comply with the requirements of Statement No. 34 of the Governmental Accounting Standards Board.

In Appendix B to this Official Statement, the Agency has included certain unaudited financial statements of the Agency (excluding State Appropriated and Federal Appropriated Funds) as of and for the nine months ended March 31, 2014. The Agency has prepared the information in Appendix B and, in the opinion of the Agency, that information reflects all normal recurring adjustments and information necessary for a fair statement of the financial position and results of operations of those Funds for the period, subject to year-end adjustments. The information in Appendix B is not accompanied by a statement from the independent auditors.

### **Disclosure Information**

The Agency will covenant in a Continuing Disclosure Undertaking for the benefit of the Owners and Beneficial Owners (as defined in Appendix C hereto) of the Series Bonds to provide annually certain financial information and operating data relating to the Agency (the "Agency Annual Report") and to provide notices of the occurrence of certain enumerated events. (There is no other obligated person under the Continuing Disclosure Undertaking.) The Agency is to file the Agency Annual Report no later than 120 days after the close of each fiscal year, commencing with the fiscal year ending June 30, 2014, with the Municipal Securities Rulemaking Board, at its EMMA internet repository. The Agency is also to file notices of the occurrence of events, if any, with EMMA. (See "Appendix C — Summary of Continuing Disclosure Undertaking.")

The specific nature of the information to be contained in the Agency Annual Report or the notices of events, and the manner in which these materials are to be filed, are summarized in "Appendix C — Summary of Continuing Disclosure Undertaking." The Agency has made these covenants to assist the Underwriters in complying with SEC Rule 15c2-12(b)(5) (the "Rule"). During the past five years, the Agency has not failed to comply in any material respect with any previous undertakings it has entered into with respect to the Rule.

In addition to the information required by the Continuing Disclosure Undertaking, the Agency also uses its best efforts to prepare a quarterly disclosure report for each of its single family bond resolutions (including the Bond Resolution) and a semiannual disclosure report for its rental housing bond resolution. Recent reports are available at the Agency's website at <http://www.mnhousing.gov/investors>, but no information on the Agency's website is incorporated into this Official Statement. The Agency is also committed to providing appropriate credit information as requested by any rating agency rating the Bonds at the Agency's request.

## **Net Assets Restricted By Covenant and Operations to Date—General Reserve; Alternative Loan Fund**

In addition to its bond funds pledged to the payment of particular bonds by bond resolutions of the Agency, the Agency has also established certain other funds that it has restricted by covenant. Currently, the restricted funds are the General Reserve and the Alternative Loan Fund. The General Reserve contains the Housing Endowment Fund (also referred to as “Pool 1”) and the Agency’s net investment in capital assets. The Alternative Loan Fund, which is held under the Residential Housing Finance Bond Resolution but is not pledged to pay bonds issued thereunder, comprises the Housing Investment Fund (also referred to as “Pool 2”) and the Housing Affordability Fund (also referred to as “Pool 3”). The net assets of the General Reserve and the Alternative Loan Fund are not pledged to the payment of the Bonds or any other debt obligations of the Agency but, to the extent funds are available therein, are generally available to pay any debt obligations of the Agency, including the Bonds.

Subject to the restrictions in the Bond Resolution and its other respective bond resolutions, the Agency may withdraw excess assets from bond funds held thereunder. To the extent the Agency withdraws excess assets from bond funds, the Agency has pledged to deposit those excess assets in the General Reserve or the Alternative Loan Fund, except for any amounts as may be necessary to reimburse the State for money appropriated to restore a deficiency in any debt service reserve fund.

The Agency has further covenanted that it will use the money in the General Reserve and the Alternative Loan Fund only for the administration and financing of programs in accordance with the policy and purpose of the Act, including the creation of reserves for the payment of bonds and for loans made from the proceeds thereof, and to accumulate and maintain therein a balance of funds and investments as will be sufficient for that purpose. To ensure that assets available in the General Reserve and the Alternative Loan Fund provide security for the Agency’s bondowners as covenanted in the bond resolutions, the Agency has established investment guidelines for Pools 1 and 2. The investment guidelines are subject to change by the Agency from time to time in its discretion.

Under the net asset (also known as net position) requirements and investment guidelines effective January 23, 2014, the required size of Pool 1 (which is intended to be a liquidity reserve) is 1% of gross loans receivable (excluding mortgage-backed securities, appropriated loans and loans credited to Pool 3) and the required size of Pool 2 is an amount that would cause the combined net assets (exclusive of unrealized gains and losses resulting from marking to market investment securities, including mortgage-backed securities, and swaps entered into by the Agency for which the unrealized loss or gain will not be realized if the security or swap is held to maturity or its optional termination date; and realized gains and losses resulting from the purchase and sale of investment securities between Agency funds) in the General Reserve, in Pool 2, and in the funds pledged under bond resolutions to be at least equal to the combined net assets of the same funds as of the immediately preceding fiscal year end (but adjusted to include changes to the combined net assets resulting from required retroactive application of newly implemented generally accepted accounting principles). Currently, this amount is \$672.02 million, representing the combined net assets of these funds so calculated as of June 30, 2013 and adjusted to reflect the accounting guidance provided by GASB 65. Pool 2 is intended to comprise amortizing interest-bearing housing loans or investment grade securities. Pool 1 and Pool 2 represent, with assets pledged to pay bonds of the Agency, the sustainable lending operations of the Agency. Pool 3 represents the more mission-intensive operations of the Agency and is intended to comprise deferred, zero percent and low interest-rate loans and grants and, for unapplied funds, investment grade securities. Pool 3 is not subject to the investment guidelines. Loan activity related to loans financed by funds in Pool 2 and Pool 3 is recorded as part of the Alternative Loan Fund. The Agency approves all interfund transfers. A further discussion of Pools 1, 2 and 3 and the amounts credited thereto as of June 30, 2013 appears in the notes to the financial statements of the Agency included in Appendix A to this Official Statement under the heading “Net Position Restricted by Covenant” at pages 55 and 56 therein.



The following summary indicates the revenues earned, the expenses paid, and funds transferred to and from the General Reserve (which contains Pool 1 and net investment in capital assets), for the two most recent audited fiscal years of the Agency and for the nine-month period ended March 31, 2014 (unaudited) (in thousands):

	Nine months Ended March 31, 2014 <u>(unaudited)</u>	Fiscal Year Ended <u>June 30, 2013</u>	Fiscal Year Ended <u>June 30, 2012</u>
Revenues			
Fees earned and other income <sup>(1)</sup>	\$7,074	\$ 9,386	\$ 8,865
Interest earned on investments	75	118	63
Unrealized gain (loss) on investments	--	--	70
Administrative reimbursement <sup>(2), (3)</sup>	<u>14,279</u>	<u>19,820</u>	<u>21,622</u>
Total revenues	21,428	29,324	30,620
Expenses			
Salaries and benefits	15,410	19,135	17,541
Other general operating expenses	<u>4,732</u>	<u>5,427</u>	<u>5,236</u>
Total expenses	20,142	24,562	22,777
Revenues over expenses	1,286	4,762	7,843
Non-operating transfer of assets between funds <sup>(4)</sup>	(2,516)	(5,897)	(9,659)
Change in net assets	(1,230) <sup>(5)</sup>	(1,135) <sup>(5)</sup>	(1,816) <sup>(5)</sup>
Net assets beginning of period	<u>18,978</u>	<u>20,113</u>	<u>21,929</u>
Net assets end of period	<u>\$17,748</u>	<u>\$18,978</u>	<u>\$20,113</u>

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- (1) Fees earned consist primarily of fees collected in conjunction with the administration of the low income housing tax credit program and HUD contract administration of certain non-Agency financed Section 8 developments.
  - (2) Reimbursement from bond funds are transferred to the General Reserve in accordance with the Agency's Affordable Housing Plan based on adjusted assets. Adjusted assets are defined generally as total assets excluding the reserve for loan loss, unearned discounts on loans, premiums on loans, unamortized bond issuance costs, unrealized gains or losses on investments (including mortgage-backed securities and interest rate swap agreements), deferred loss on interest rate swap agreements and assets relating to escrowed debt.
  - (3) Reimbursement from appropriated accounts consists of the portion of direct and indirect costs of administering the programs funded by the appropriations. Costs associated with administering state appropriations are recovered only to the extent of interest earnings on the appropriations. Costs associated with administering federal appropriations generally are recovered from the appropriations.
  - (4) Excess assets from bond funds may be transferred to the General Reserve to the extent permitted by the resolution or indenture securing bonds of the Agency. In addition, funds in excess of the requirement for Pool 1 may be transferred from the General Reserve to the Alternative Loan Fund. See the comments under the heading "Net Assets Restricted by Covenant" in the notes to the financial statements of the Agency in Appendix A to this Official Statement for additional information.
  - (5) The significant reductions in net assets for fiscal years 2012 and 2013 and the first nine months in fiscal year 2014 reflect the reduction in the amount required to be retained in Pool 1 under the investment guidelines described above due to the fact that the Agency's whole loan single family mortgage loan portfolio is in runoff (as a result of transition to an MBS model (see "The Homeownership Finance Program—History and Transition to 'MBS' Model")). In addition, for each period there has also been a reduction in the carrying amount of certain net assets invested in capital assets.

## State Appropriations

Over the years, the State Legislature has appropriated funds to the Agency to be used for low interest loans, grants, programs for low and moderate income persons and families and other housing related program costs. The Agency generally does not pay its general or administrative expenses from appropriated funds, although it can recover its allocable costs of administering State appropriations from investment earnings thereon. The State

Legislature has appropriated funds to the Agency for its programs in every biennium since 1975. The Agency has expended or committed most of the appropriations.

Over the biennial periods ending June 30, 2009, 2011 and 2013, the total appropriations to the Agency aggregated approximately \$305.5 million. This total amount of appropriations includes special appropriations for disaster recovery of approximately \$36.9 million and reflects unallocations and budget reductions of approximately \$8.9 million. Reductions in appropriations during these periods did not adversely affect the Agency's ability to operate its programs. For the current biennium ending June 30, 2015, the Legislature appropriated approximately \$101.5 million to the Agency, including an increase of approximately 28% to the Agency's base budget for state appropriations.

The appropriations are not available to pay debt service on the Bonds.

### Agency Indebtedness

The principal amount of bonds and notes of the Agency which are outstanding at any time (excluding the principal amount of any refunded bonds and notes) is limited to \$5,000,000,000 by State statute. The following table lists the principal amounts of general obligation indebtedness of the Agency outstanding as of April 30, 2014:

	Number of Series*	Final Maturity	Original Principal Amount* (in thousands)	Principal Amount Outstanding (in thousands)
Rental Housing Bonds .....	14	2048	\$ 128,210	\$ 61,930
Residential Housing Finance Bonds .....	60	2048	2,181,385	1,237,775
Homeownership Finance Bonds .....	16	2043	772,584	660,191
Multifamily Housing Bonds (Treasury HFA Initiative) .....	1	2051	15,000	14,700
Totals .....	91		\$3,097,179	\$1,974,596

\*Does not include series of bonds or the original principal amount of any bonds that had been, as of April 30, 2014, defeased or paid in full, whether at maturity or earlier redemption.

The payment of principal of and interest on general obligations of the Agency as shown above may be made, if necessary, from the General Reserve or the Alternative Loan Fund. (See "Net Assets Restricted By Covenant and Operations to Date—General Reserve; Alternative Loan Fund" above.)

The Agency has entered into liquidity facilities and interest rate swap agreements in respect of its outstanding Residential Housing Finance Bonds that bear interest at a variable rate and are subject to optional and mandatory tender. Certain information related to those variable rate bonds and swap agreements is included in the notes to the audited financial statements contained in Appendix A to this Official Statement and in the unaudited financial statements contained in Appendix B to this Official Statement. The Agency does not make any representation as to the creditworthiness of any provider or counterparty on facilities and agreements relating to its variable rate bonds.

In 2009, the Agency issued \$13,270,000 in aggregate principal amount of its Nonprofit Housing Bonds (State Appropriation), Series 2009, to finance permanent supportive housing in two different multifamily housing developments. In 2011, the Agency issued \$21,750,000 in aggregate principal amount of its Nonprofit Housing Bonds (State Appropriation), Series 2011, to finance permanent supportive housing in five additional multifamily housing developments. Both series of bonds were issued under a separate indenture of trust, are not general obligations of the Agency and are not payable from any funds or assets of the Agency other than the appropriations the Agency expects to receive from the State General Fund pursuant to a standing appropriation made by the Legislature in 2008.

In 2012, the Legislature authorized the Agency to issue \$30,000,000 in aggregate principal amount of housing infrastructure bonds (the "Housing Infrastructure Bonds") for various purposes, payable, like the Nonprofit Housing Bonds, solely from a standing appropriation from the State General Fund and not from any other funds or assets of the Agency. The Agency issued \$15,460,000 in aggregate principal amount of State Appropriation Bonds (Housing Infrastructure), 2013 Series A and 2013 Series B, in August 2013 and issued \$14,540,000 in aggregate

principal amount of State Appropriation Bonds (Housing Infrastructure), 2014 Series A and 2014 Series B, in February 2014.

### **Disruptions in Mortgage and Financial Markets**

Beginning in 2008 and continuing since that year, significant dislocations in the housing and mortgage markets have negatively affected general capital markets conditions, including the municipal bond market. During 2008 market dislocations led to the failure of the auction rate securities market, widening of municipal bond spreads and failed remarketings of variable rate demand obligations as a result of credit downgrades among liquidity providers and lack of market liquidity. While conditions have improved, market uncertainty still remains in the current economic environment.

As a state housing finance agency, the Agency has relied on municipal bond markets operating efficiently to fund its Program. Since the last half of 2008, these markets have not performed well, based on historical market relationships. Recent responses by the federal government and the Federal Reserve to address the housing market crisis and to lower long-term interest rates made it very difficult for state housing finance agencies, such as the Agency, to fund their operations profitably through the housing bond market. The Agency was able under the Bond Resolution to issue \$260,490,000 in aggregate principal amount of bonds under the Single Family New Issue Bond Program announced by the United States Department of the Treasury, Fannie Mae and Freddie Mac in late 2009, together with \$289,185,000 in aggregate principal amount of related market bonds. The Agency has exhausted its authority under the Single Family New Issue Bond Program and must again rely on the housing bond market. Unfortunately, the dislocation of historical market relationships has continued and without subsidy of some kind (such as from an economic refunding or overcollateralization) generally the Agency cannot effectively issue bonds utilizing traditional bond structures to finance single family mortgage loans at competitive interest rates and may have to turn to other funding sources. In the last 18 months, the Agency has successfully issued economic refunding bonds and bonds secured by excess collateral under its Residential Housing Bond Resolution, and bonds structured as monthly principal pass-through payments from an identified portfolio of GNMA Securities and Fannie Mae Securities under the Bond Resolution, to fund current single family mortgage production.

In addition to funding its single family mortgage production by issuing bonds, the Agency has from time to time sold Program Securities in the secondary market. Since 2009 the Agency has sold approximately \$176 million of Program Securities in the open market as of May 22, 2014, \$132 million of which would have been eligible to be financed with tax-exempt bonds. The Agency has also issued and sold three series of its Home Ownership Mortgage-Backed Exempt Securities Certificates in the aggregate principal amount of \$32.5 million, each of which is a special, limited obligation of the Agency payable from, and secured solely by, all principal and interest payments made on a single Program Security.

At the same time, both the government and private lending institutions have undertaken programs to assist borrowers in refinancing their outstanding mortgage loans. On March 6, 2012, for example, the Obama Administration announced a new streamlined refinancing plan in which the Federal Housing Administration, effective June 11, 2012, reduced its upfront and annual mortgage insurance premiums for refinancings of FHA-insured loans originated before June 1, 2009 and on which the borrower is current. The upfront premium dropped from 1.00% to 0.01% of the loan amount and the annual premium dropped from 1.15% to 0.55%. The implementation of this plan may cause prepayments of FHA-insured loans in the Agency portfolio to increase.

These measures, and additional measures and legislation that the federal government or the Minnesota Legislature may consider, may affect the Program, the Program Loans, the Program Securities or the Bonds. While some of these measures may benefit the Program, the Agency cannot assure prospective investors that the Program, the Bonds, the Program Securities or the Program Loans or the Owners of such Bonds will not be adversely affected by these measures. In addition, because of market conditions, the Agency cannot assure investors that it will issue Additional Bonds under the Bond Resolution.

## ESTIMATED SOURCES AND USES OF FUNDS

The estimated sources and uses of funds related to the Series Bonds are as follows:

### *Sources*

Principal amount of Series Bonds .....	\$38,526,925
Agency funds .....	<u>1,222,958</u>
Total Sources of Funds .....	<u>\$39,749,883</u>

### *Uses*

Deposit to 2014 Series A Acquisition Account.....	\$39,330,938
Deposit to Bond Fund Interest Account .....	38,527
Costs of Issuance .....	100,000
Underwriters' Compensation .....	<u>280,418</u>
Total Uses of Funds .....	<u>\$39,749,883</u>

Proceeds of the Series Bonds deposited in the 2014 Series A subaccount in the Acquisition Account will be applied, with related Agency funds, to purchase the 2014A Program Securities on the date of issuance of the Series Bonds.

## THE SERIES BONDS

### **General**

The Series Bonds are issuable only as fully registered bonds in denominations of \$1.00 or any multiple thereof. The Series Bonds will initially be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for each series of the Series Bonds. Wells Fargo Bank, National Association, Minneapolis, Minnesota, serves as Trustee under the Bond Resolution. Interest on the Series Bonds is payable by moneys wired by the Trustee to DTC, or its nominee, as registered owner of the Series Bonds, which interest is to be redistributed by DTC. Principal of the Series Bonds is payable at maturity or earlier redemption upon surrender at the principal corporate trust office of the Trustee. (See "Appendix E — Book-Entry-Only System.")

For every exchange or transfer of Series Bonds, whether temporary or definitive, the Agency or the Trustee may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to that exchange or transfer. The Series Bonds mature on the date and in the amount set forth on the front cover hereof, subject to prior redemption as described below.

### **Interest**

Interest on the Series Bonds is payable on the first day of each month, commencing August 1, 2014 (each a "Regular Interest Payment Date"), and, in respect of any Series Bonds then to be redeemed, on the redemption date. Interest on the outstanding principal amount of the Series Bonds at the annual rate set forth on the front cover hereof initially will accrue from the dated date of the Series Bonds to, but excluding, August 1, 2014, and subsequently will accrue from the first calendar day of each month to, but excluding, the first calendar day of the immediately succeeding month, until payment of the principal of or redemption price on the Series Bonds. Interest on the Series Bonds will be computed on the basis of a 360-day year composed of twelve 30-day months and will be payable to the Owners of record in the bond registration books maintained by the Trustee as of the 15th day of the month preceding the regularly scheduled interest payment date, whether or not a business day (the "Record Date" for the Series Bonds).

## **Mandatory Redemption**

The Series Bonds are subject to mandatory redemption, in whole or in part, on each Regular Interest Payment Date, at a redemption price equal to the principal amount of the Series Bonds to be redeemed plus accrued interest to the redemption date, without premium, in the principal amount equal to all repayments and prepayments of mortgage principal from Program Loans backing 2014A Program Securities received by or on behalf of the Agency in the immediately preceding calendar month, as that amount is reasonably determined by the Trustee.

If the Series Bonds are to be redeemed in part upon any mandatory redemption, each of the Series Bonds then outstanding will be redeemed in part, pro rata, in proportion to the outstanding principal amount of the Series Bonds to be redeemed to the aggregate outstanding principal amounts of all outstanding Series Bonds. To accomplish this pro rata redemption while the Series Bonds are held in the DTC book-entry-only system, mandatory redemptions will be made as a “Pro-Rata Pass-Through Distribution of Principal” by DTC. This redemption procedure, if effected by DTC, will cause a pro rata redemption of Series Bonds among DTC Participants upon a mandatory redemption, but may not ensure a pro rata redemption of Series Bonds among all Beneficial Owners thereof. (See Appendix E to this Official Statement for a general description of the DTC book-entry-only system.)

***No notice of redemption will be given to any Bondowner or Beneficial Owner of the date or amount of the mandatory redemption of any Series Bond.***

## **Optional Redemption**

The Series Bonds are also subject to redemption prior to their stated maturity date at the option of the Agency, in whole or in part, in the amounts the Agency may designate, on January 1, 2024 or any subsequent date, from any amounts available to the Agency for that purpose, at a redemption price equal to the principal amount thereof to be redeemed plus accrued interest to the date of redemption, without premium.

## **General Provisions**

If a payment of interest, principal or the redemption price of a Series Bond is to be made on a day that is not a Business Day, it will be made on the next succeeding Business Day with the same force and effect as if made on the date of payment, and no interest will accrue thereon for the period after that date.

Except as otherwise provided in the 2014 Series Resolution, any Series Bonds to be optionally redeemed are to be redeemed only upon receipt by the Trustee of a certificate signed by an officer authorized by the Agency and stating the series and the principal amount of the Series Bonds to be redeemed; provided that optional redemption will be made in such a manner that Revenues and other amounts expected to be on deposit in the applicable Funds and Accounts will be at least equal to all amounts required to be on deposit in order to pay the Debt Service on Outstanding Bonds when due in accordance with a Cash Flow Certificate filed with the Trustee.

If less than all Series Bonds are to be redeemed pursuant to optional redemption and the Series Bonds are not held in the DTC book-entry-only system, the principal amount of each outstanding Series Bond will be redeemed, pro rata, in the proportion that the outstanding principal amount of the outstanding Series Bond bears to the outstanding principal amount of all outstanding Series Bonds. An optional redemption occurring when the Series Bonds are held in the DTC book-entry-only system, will be made as DTC determines under DTC’s then current practice. (See Appendix E to this Official Statement.)

The Trustee is required to mail a copy of the notice of optional redemption by first class mail, to the registered owner of any Series Bond called for redemption at least 30 days prior to the redemption date; the registered owner to be determined from the bond registration books maintained by the Trustee determined as of the 15th day preceding the date the notice is mailed. (See “Appendix E — Book-Entry-Only System.”)

## SECURITY FOR THE BONDS

The Outstanding Bonds (including the Series Bonds) and any additional Bonds that the Agency may issue that are Outstanding are secured as provided in the Bond Resolution by a pledge of (a) all proceeds of the sale of Bonds (other than proceeds deposited in trust for the retirement of Outstanding Bonds or other obligations and proceeds required by a Series Resolution to be deposited in escrow pending the conditions for the release of such proceeds from escrow being satisfied, which proceeds (and Investment Obligations purchased from those proceeds) are pledged solely to the payment of the Series of Bonds specified), (b) all Program Obligations and Investment Obligations made or purchased from the proceeds, (c) all Revenues, (d) any other loans, funds, securities, Cash Equivalents or other property of the Agency otherwise pledged as security for Outstanding Bonds or Other Obligations pursuant to a Series Resolution; (e) all right, title and interest of the Agency in and to all Participation Agreements and all Servicing Agreements entered into pursuant to a Series Resolution (including all extensions and renewals of their terms, if any) (exclusive of the Agency's rights to receive and enforce payment of money directly and for its own purposes under a Participation Agreement or a Servicing Agreement, exclusive of indemnification rights of the Agency, and exclusive of rights of the Agency to give consents and receive notices), including, but without limitation, the present and continuing right to make claim for, collect and receive any income, revenues, receipts, issues, profits, insurance proceeds and other sums of money payable to or receivable by the Agency under the Participation Agreements or Servicing Agreements with respect to Program Obligations made or purchased from proceeds of the Bonds, whether payable pursuant to the Participation Agreements, the Servicing Agreements or otherwise; the right to bring actions and proceedings under the Servicing Agreements or for the enforcement thereof; and the right to do any and all things which the Agency is or may become entitled to do under the Servicing Agreements; and (f) all money, Investment Obligations and other assets and income held in and receivable by Funds and Accounts established by or pursuant to the Bond Resolution. The Bonds, including the Series Bonds, are also general obligations of the Agency, payable out of any of its moneys, assets or revenues, subject only to the provisions of other resolutions or indentures now or hereafter pledging and appropriating particular moneys, assets or revenues to particular notes or bonds, or State or federal laws or restrictions that particular funds be applied for a specified purpose. The pledge granted by the Bond Resolution is for the equal benefit, protection and security of Owners of all Outstanding Bonds, except as otherwise expressly provided therein or in the Program Series Resolution.

*The Agency has no taxing power. The State of Minnesota is not liable for the payment of the Bonds, and the Bonds are not a debt of the State.*

### **Cash Flow Certificate**

The Bond Resolution requires that the Agency file a Cash Flow Certificate with the Trustee (i) at least once within a 12-month period and as otherwise required under the Bond Resolution or a Series Resolution, (ii) upon the proposed application of funds in the Revenue Fund to acquire Program Obligations or to pay Program Expenses, if not contemplated by a prior Cash Flow Certificate, or (iii) to release funds to the Agency from the Revenue Fund or to transfer funds to the Alternative Loan Fund. The Bond Resolution also permits a revised Cash Flow Certificate to be filed at any time directed by the Agency. The Cash Flow Certificate is to give effect to the action proposed to be taken and demonstrating that in the current and in each succeeding Fiscal Year in which Bonds are scheduled to be Outstanding that Revenues and other amounts expected to be on deposit in the Funds and Accounts established under the Bond Resolution or any Series Resolution (excluding, except to the extent otherwise provided in a Series Resolution, the Single Family Housing Fund) will be at least equal to all amounts required to be on deposit in order to pay the Debt Service on the Bonds and to maintain the balance in the Mortgage Reserve Fund at the Mortgage Reserve Requirement, if any; provided that, to the extent specified in a Series Resolution, a Fund or Account (other than those excluded above) will not be taken into account when preparing the Cash Flow Certificate. The Cash Flow Certificate is to set forth the assumptions upon which the estimates therein are based, which assumptions are to be based upon the Agency's reasonable expectations at the time the Cash Flow Certificate is filed. As set forth more fully in "Appendix D — Summary of Certain Provisions of the Bond Resolution — Revenue Fund," the Agency may withdraw from the Revenue Fund funds to be released to the Agency free and clear of the lien of the Bond Resolution, for deposit in the Agency's General Reserve Account or the Alternative Loan Fund, in each case upon the filing with the Trustee a Cash Flow Certificate and a Parity Certificate.

## Investment Obligations

Bond proceeds and other funds held in the Acquisition Account, the Mortgage Reserve Fund, the Revenue Fund, the Bond Fund, and the Bond Redemption Fund under the Bond Resolution may be invested in Investment Obligations as defined in the Bond Resolution (see “Appendix D – Summary of Certain Provisions of the Bond Resolution – Certain Defined Terms”).

## Revenues

When Revenues are greater than the amount necessary to pay maturing principal of and interest on the Bonds, the excess may, to the extent permitted by applicable federal tax law and the applicable Series Resolution, be used to make or purchase additional Program Obligations or to redeem Bonds. If Revenues are less than the amount necessary to pay maturing principal of and interest on the Bonds, then either the Agency at its option may provide the amount necessary for that payment from the General Reserve Account of the Agency or any other lawful source other than funds and accounts pledged pursuant to the Bond Resolution, or the Trustee is to withdraw the necessary amount from the following funds in order of priority: (i) the Bond Redemption Fund, but only to the extent that amounts therein are in excess of amounts required for the redemption of Bonds for which the notice of redemption has been given, (ii) the Revenue Fund, and (iii) the Mortgage Reserve Fund.

The 2014 Series Resolution provides that repayments and prepayments of mortgage principal received from the Program Loans backing the 2014A Program Securities are to be applied to the mandatory redemption of the Series Bonds as described under “The Series Bonds—Mandatory Redemption.” The Agency will not use excess Revenues to redeem the Series Bonds, except upon an optional redemption as described under “The Series Bonds—Optional Redemption.”

## Program Securities Pledged under the Bond Resolution

As of March 31, 2014, the following Program Securities (comprising GNMA Securities and Fannie Mae Securities) were pledged to secure Outstanding Bonds under the Bond Resolution:

	Principal Amount <u>Outstanding</u>	<u>Percentage</u>
GNMA II	\$599,793,000	91.6 %
FNMA	<u>55,059,000</u>	<u>8.4</u>
Total	\$654,852,000	100.0%

## Mortgage Reserve Fund

Although a Mortgage Reserve Fund has been established under the Bond Resolution, there is no Mortgage Reserve Requirement in respect of any Outstanding Bonds or the Series Bonds.

## Additional Bonds

The Bond Resolution and the Program Series Resolution permit the issuance of additional Bonds, upon the adoption of a Series Resolution, without limitation as to amount, to provide funds for the purpose of financing Program Obligations and, in addition, to refund outstanding Bonds or other obligations of the Agency. No additional Series of Bonds may be issued except upon receipt by the Trustee of (1) an Agency Certificate certifying (a) that an amount equal to the Mortgage Reserve Requirement effective upon issuance of the Bonds will be on deposit in the Mortgage Reserve Fund, and (b) that the estimated Revenues set forth in an Agency Certificate are in excess of required fund transfers and debt service on the Bonds in each Fiscal Year as set forth in the Agency Certificate, (2) a Cash Flow Certificate, giving effect to the issuance of the additional Bonds, and (3) written confirmation that the then existing ratings of the Bonds will not be impaired.

Any additional Bonds issued under the Bond Resolution will be on parity with the Series Bonds and all other Outstanding Bonds and will be entitled to the equal benefit, protection and security of the provisions, covenants and agreements in the Bond Resolution, except as otherwise expressly provided in the Resolutions or the Program Series Resolution.

## **State Pledge Against Impairment of Contracts**

The State in the Act has pledged to and agreed with the Bondowners that it will not limit or alter the rights vested in the Agency to fulfill the terms of any agreements made with them or in any way impair the rights and remedies of the Bondowners until the Bonds, together with the interest thereon and on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondowners, are fully met and discharged.

## **GOVERNMENT NATIONAL MORTGAGE ASSOCIATION MORTGAGE-BACKED SECURITIES**

*This summary does not purport to be comprehensive and is qualified in its entirety by reference to the GNMA Mortgage-Backed Securities Guide and to the documents referred to herein for full and complete statements of their provisions. Additional information is available at [www.ginniemae.gov](http://www.ginniemae.gov).*

The Government National Mortgage Association is a wholly owned corporate instrumentality of the United States within the Department of Housing and Urban Development with its principal office in Washington, D.C.

Each GNMA Security is to be issued under either the GNMA I Program or the GNMA II Program. Although there are a number of differences between GNMA I Securities and GNMA II-Custom Pool Securities, those differences do not adversely affect the availability of Revenues with which to pay principal of and interest on Outstanding Bonds. Each GNMA Security is to be backed by a pool of mortgage loans in a minimum aggregate amount of \$25,000 and multiples of \$1 in excess of \$25,000. The Master Servicer is required to pay to the Trustee (in the case of a GNMA I Security) or to the Central Paying and Transfer Agent (in the case of a GNMA II-Custom Pool Security), and the Central Paying and Transfer Agent is required to pay to the Trustee, as the owner of the GNMA Security, the regular monthly installments of principal and interest on the mortgage loans backing the GNMA Security (less the Master Servicer's servicing fee, which includes the GNMA guaranty fee), whether or not the Master Servicer receives those installments, plus any mortgage prepayments received by the Master Servicer in the previous month. The Government National Mortgage Association guarantees the timely payment of the principal of and interest on the GNMA Security.

In order to issue GNMA Securities, the Master Servicer must first apply to and receive from the Government National Mortgage Association a commitment to guarantee securities. Such a commitment authorizes the Master Servicer to issue GNMA Securities up to a stated amount during a one-year period following the date of the commitment. The Master Servicer is required to pay the application fee to the Government National Mortgage Association for the commitments. The amount of commitments to guarantee GNMA Securities that the Government National Mortgage Association can approve in any federal fiscal year is limited by statute and administrative procedures. The total annual amount of available commitments is established in appropriation acts and related administrative procedures.

The issuance of each GNMA Security by the Master Servicer is subject to the following conditions, among others: (i) the purchase by the Master Servicer of mortgage loans in a minimum aggregate principal amount at least equal to the minimum size permitted by the Government National Mortgage Association for each GNMA Security (the origination being subject, among other conditions, to the availability of FHA mortgage insurance and VA guarantees), (ii) the submission by the Master Servicer to the Government National Mortgage Association of certain documents required by the Government National Mortgage Association in form and substance satisfactory to the Government National Mortgage Association, (iii) the Master Servicer's continued compliance, on the date of issuance of the GNMA Security, with all of the Government National Mortgage Association's eligibility requirements, specifically including, but not limited to, certain net worth requirements, (iv) the Master Servicer's continued approval by the Government National Mortgage Association to issue GNMA Securities, and (v) the Master Servicer's continued ability to issue, execute and deliver the GNMA Security, as that ability may be affected by the Master Servicer's bankruptcy, insolvency or reorganization. In addition, the issuance of a GNMA Security by the Master Servicer is subject to the condition that the Government National Mortgage Association must have entered into a guaranty agreement with the Master Servicer. The conditions to the Government National Mortgage Association entering into such an agreement may change from time to time, and there can be no assurance that the Master Servicer will be able to satisfy all such requirements in effect at the time a GNMA Security is to be issued.



Moreover, there can be no assurance that all of the above conditions will be satisfied at the time a GNMA Security is to be issued by the Master Servicer for purchase by the Trustee.

### **GNMA Security**

The Government National Mortgage Association is authorized by Section 306(g) of Title III of the National Housing Act of 1934, as amended (the "Housing Act") to guarantee the timely payment of the principal of, and interest on, securities that are based on and backed by a pool composed of, among other things, mortgage loans insured by FHA under the Housing Act or guaranteed by the VA under the Servicemen's Readjustment Act of 1944, as amended. Section 306(g) further provides that "[T]he full faith and credit of the United States is pledged to the payment of all amounts which may be required to be paid under any guaranty under this subsection." An opinion dated December 9, 1969, of an Assistant Attorney General of the United States states that guarantees under Section 306(g) of mortgage-backed securities of the type to be delivered to the Trustee by the Lenders are authorized to be made by the Government National Mortgage Association and "would constitute general obligations of the United States backed by its full faith and credit."

### **Government National Mortgage Association Borrowing Authority**

In order to meet its obligations under such guaranty, the Government National Mortgage Association, in its corporate capacity under Section 306(d) of Title III of the Housing Act, may issue its general obligations to the United States Treasury (the "Treasury") in an amount outstanding at any one time sufficient to enable the Government National Mortgage Association, with no limitations as to amount, to perform its obligations under its guaranty of the timely payment of the principal of and interest on the GNMA Securities. The Treasury is authorized to purchase any obligations so issued by the Government National Mortgage Association and has indicated in a letter dated February 13, 1970, from the Secretary of the Treasury to the Secretary of Housing and Urban Development ("HUD") that the Treasury will make loans to the Government National Mortgage Association, if needed, to implement the aforementioned guaranty.

The Government National Mortgage Association is to warrant to the Trustee, as the owner of the GNMA Securities, that, in the event it is called upon at any time to honor its guaranty of the payment of principal and interest on any GNMA Security, it shall, if necessary, in accordance with Section 306(d), apply to the Treasury Department of the United States for a loan or loans in amounts sufficient to make the payment.

### **Servicing of the Mortgage Loans**

Under contractual arrangements that will be entered into by and between the Master Servicer and the Government National Mortgage Association, and pursuant to the Program Documents, the Master Servicer is responsible for servicing and otherwise administering the mortgage loans in accordance with generally accepted practices of the mortgage lending industry and the Government National Mortgage Association Servicer's Guide.

The monthly remuneration of the Master Servicer, for its servicing and administrative functions, and the guaranty fee charged by the Government National Mortgage Association, are based on the unpaid principal amount of the GNMA Securities outstanding. In compliance with the Government National Mortgage Association regulations and policies, the total of these servicing and guaranty fees equals 0.25%, calculated on the principal balance of each GNMA Security outstanding on the last day of the month preceding the calculation. Each GNMA Security carries an interest rate that is fixed at 0.25% below the lowest interest rate on the underlying mortgage loans because the servicing and guaranty fees are deducted from payments on the mortgage loans before the payments are forwarded to the Trustee.

It is expected that interest and principal payments on the mortgage loans received by the Master Servicer will be the source of money for payments on the GNMA Securities. If those payments are less than the amount then due, the Master Servicer is obligated to advance its own funds to ensure timely payment of all scheduled payments of principal and interest due on the GNMA Securities. The Government National Mortgage Association guarantees the timely payment in the event of the failure of the Master Servicer to pass through an amount equal to the scheduled payments (whether or not made by the mortgagors).

The Master Servicer is required to advise the Government National Mortgage Association in advance of any impending default on scheduled payments so that the Government National Mortgage Association, as guarantor,

will be able to continue the payments as scheduled on the third business day after the twentieth day of each month. However, if the payments are not received as scheduled, the Trustee has recourse directly to the Government National Mortgage Association.

### **Guaranty Agreement**

The Government National Mortgage Association guaranty agreement to be entered into by the Government National Mortgage Association and the Master Servicer upon issuance of a GNMA Security, pursuant to which the Government National Mortgage Association guarantees the payment of principal of and interest on that GNMA Security (the “GNMA Guaranty Agreement”), provides that, in the event of a default by the Master Servicer, including (i) a failure to make any payment due under the GNMA Security, (ii) a request to the Government National Mortgage Association to make a payment of principal or interest on a GNMA Security and the utilization thereof by the Master Servicer, (iii) insolvency of the Master Servicer, or (iv) default by the Master Servicer under any other terms of the GNMA Guaranty Agreement, the Government National Mortgage Association has the right, by letter to the Master Servicer, to effect and complete the extinguishment of the Master Servicer’s interest in the mortgage loans, and the mortgage loans will thereupon become the absolute property of the Government National Mortgage Association, subject only to the unsatisfied rights of the owner of the GNMA Security. In such event, the GNMA Guaranty Agreement provides that on and after the time the Government National Mortgage Association directs a letter of extinguishment to the Master Servicer, the Government National Mortgage Association will be the successor in all respects to the Master Servicer in its capacity under the GNMA Guaranty Agreement and the transaction and arrangements set forth or arranged for therein, and will be subject to all responsibilities, duties, and liabilities (except the Master Servicer’s indemnification of the Government National Mortgage Association), theretofore placed on the Master Servicer by the terms and provisions of the GNMA Guaranty Agreement, provided that at any time the Government National Mortgage Association may enter into an agreement with any other eligible issuer of GNMA Securities under which the latter undertakes and agrees to assume any part or all responsibilities, duties or liabilities theretofore placed on the Master Servicer, and provided that no agreement is to detract from or diminish the responsibilities, duties or liabilities of the Government National Mortgage Association in its capacity as guarantor of the GNMA Security, or otherwise adversely affect the rights of the owner thereof.

### **Payment of Principal of and Interest on the GNMA Securities**

Regular monthly installment payments on each GNMA Security are required to begin on the fifteenth day (in the case of a GNMA I Security) and on the nineteenth day, or the twentieth day if the nineteenth day is not a business day (in the case of a GNMA II-Custom Pool Security), of the first month following the date of issuance of the GNMA Security and will be equal to the aggregate amount of the scheduled monthly principal and interest payments on each mortgage loan in the mortgage pool backing the GNMA Security, less the monthly servicing and guaranty fees of one-twelfth of 0.25% of the outstanding principal balance. In addition, each payment is required to include any mortgage prepayments on mortgage loans underlying the GNMA Security.

## **FANNIE MAE MORTGAGE-BACKED SECURITIES**

### **General**

*The following summary of the Fannie Mae MBS Program (as defined below), the Fannie Mae Securities, Fannie Mae’s mortgage purchase and servicing standards and other documents referred to herein does not purport to be complete and is qualified in its entirety by reference to Fannie Mae’s Prospectus, as defined below, the Fannie Mae Single Family Selling and Servicing Guides and the other documents referred to herein.*

Fannie Mae is subject to the supervision and regulation of the Federal Housing Finance Agency to the extent provided in the Housing and Economic Recovery Act of 2008. The FHFA has placed Fannie Mae into conservatorship.

Information on Fannie Mae and its financial condition is contained in Fannie Mae’s most current annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are filed with the Securities and Exchange Commission (the “SEC”). Fannie Mae files reports, proxy statements and other information with the SEC. Materials that it files with the SEC are also available from the SEC’s website, “www.sec.gov.” In addition, these materials may be inspected, without charge, and copies may be obtained at

prescribed rates, at the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. Investors may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The periodic reports filed by Fannie Mae with the SEC are also available on Fannie Mae's website at <http://www.fanniemae.com/ir/sec> or from Fannie Mae at the Office of Investor Relations at 202-752-7115. The Agency takes no responsibility for information contained in these documents or on these websites.

## **Fannie Mae**

Fannie Mae is a government-sponsored enterprise that was chartered by the U.S. Congress in 1938, organized and existing under the Federal National Mortgage Association Charter Act, 12 U.S.C. 1716 et seq. (the "Charter"). Fannie Mae has a public mission to support liquidity and stability in the secondary mortgage market, where existing mortgage loans are purchased and sold. Fannie Mae securitizes mortgage loans originated by lenders in the primary mortgage market into mortgage-backed securities ("Fannie Mae MBS"), which can then be bought and sold in the secondary mortgage market. Fannie Mae also participates in the secondary mortgage market by purchasing mortgage loans (often referred to as "whole loans") and mortgage-related securities, including Fannie Mae MBS, for Fannie Mae's mortgage portfolio. In addition, Fannie Mae makes other investments to increase the supply of affordable housing, however, pursuant to the Charter, Fannie Mae may not lend money directly to consumers in the primary mortgage market. *Although Fannie Mae is a corporation chartered by the U.S. Congress, the conservator of Fannie Mae is a U.S. Government agency, and the United States Department of Treasury ("Treasury") owns senior preferred stock and a warrant to purchase common stock of Fannie Mae, the U.S. Government (including Treasury) does not guarantee, directly or indirectly, the securities or other obligations of Fannie Mae.*

On September 6, 2008, the Director of the Federal Housing Finance Agency ("FHFA"), the safety, soundness and mission regulator of Fannie Mae, placed Fannie Mae into conservatorship and appointed FHFA as the conservator. As the conservator, FHFA succeeded to all rights, titles, powers and privileges of Fannie Mae, and of any stockholder, officer or director of Fannie Mae with respect to Fannie Mae and the assets of Fannie Mae. As such, FHFA has the authority to conduct all business of Fannie Mae. Pursuant to the Housing and Economic Recovery Act of 2008, FHFA, as conservator, may take "such action as may be necessary to put the regulated entity in a sound and solvent condition." Fannie Mae has no control over FHFA's actions or the actions it may direct Fannie Mae to take. The conservatorship has no specified termination date; Fannie Mae does not know when or how the conservatorship will be terminated. In addition, the Board of Directors of Fannie Mae does not have any fiduciary duties to any person or entity except to FHFA, as conservator. Accordingly, the Board of Directors is not obligated to consider the interests of Fannie Mae or the stockholders of Fannie Mae unless specifically directed to do so by FHFA, as conservator. The United States Department of Housing and Urban Development, however, remains Fannie Mae's regulator with respect to fair lending matters.

## **Mortgage-Backed Security Program**

Fannie Mae has implemented a mortgage-backed securities program pursuant to which Fannie Mae issues securities backed by pools of mortgage loans (the "MBS Program"). **The obligations of Fannie Mae, including its obligations under the Fannie Mae Securities, are obligations solely of Fannie Mae and are not guaranteed by the United States Government (including Treasury) and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof, including Treasury and FHFA, other than Fannie Mae.**

The terms of the MBS Program are governed by the Fannie Mae Selling and Servicing Guides (the "Fannie Mae Guides"), as modified by the Pool Purchase Contract, and, in the case of mortgage loans such as the Program Loans exchanged with Fannie Mae, a Trust Indenture dated as of November 1, 1981, as amended (the "Trust Indenture"), and a supplement thereto to be issued by Fannie Mae in connection with each pool. The MBS Program is further described in a prospectus issued by Fannie Mae (the "Fannie Mae Prospectus"). The Fannie Mae Prospectus is updated from time to time.

Copies of the Fannie Mae Prospectus and Fannie Mae's most recent annual and quarterly reports and proxy statements are available without charge from Fannie Mae, 3900 Wisconsin Avenue, N.W., Washington, D.C. 20016, Attention: Vice President for Investor Relations, (telephone: (202) 752-6724).

## **Pool Purchase Contract**

It is expected that Fannie Mae and the Master Servicer will enter into a Pool Purchase Contract, pursuant to which the Master Servicer will be permitted to deliver, and Fannie Mae will agree to purchase mortgage loans in exchange for, Fannie Mae Securities. The purpose of the Pool Purchase Contract is to provide for certain additions, deletions and changes to the Fannie Mae Guides relating to the purchase of mortgage loans. In the event of a conflict between the Pool Purchase Contract and the Fannie Mae Guides, the Pool Purchase Contract will control. The description set forth below assumes that the Pool Purchase Contract will be executed substantially in the form presented by Fannie Mae to the Master Servicer as of the date hereof.

Under the Pool Purchase Contract, Fannie Mae will purchase both mortgage loans eligible under the guidelines set forth in the Fannie Mae Guides and mortgage loans insured under the Community Home Buyer's Program which conform to the conditions set forth in the Pool Purchase Contract.

Pursuant to the requirements of the Fannie Mae Guides, as amended, the original principal balance of each mortgage loan to be sold to Fannie Mae may not exceed the amount established from time to time by Fannie Mae. The mortgage loans must be mortgage loans with loan-to-value ratios not in excess of 100%; mortgage loans with loan-to-value ratios exceeding 80% must have the principal amount of the indebtedness in excess of 75% of the appraised value of the home insured by a policy of primary mortgage insurance. The provider of the mortgage insurance must be acceptable to Fannie Mae.

Under the Pool Purchase Contract, the 100% loan-to-value limitation for mortgage loans will be based upon the lower of (1) the acquisition cost plus rehabilitation cost, if any, of a home, or (2) the appraised value of a home after completion of any rehabilitation. The maximum combined loan-to-value ratio is also 100% where subordinate financing is provided, so long as the mortgage loan does not exceed a 75% loan-to-value ratio. The Pool Purchase Contract also provides that, in underwriting mortgage loans for the Community Home Buyer's Program, certain exceptions will be made from the Fannie Mae Guides for down payment requirements and for determining whether a household's income satisfies the requirements for purchase by Fannie Mae.

The Pool Purchase Contract obligates the Master Servicer to service the mortgage loans in accordance with the requirements of the Fannie Mae Guides and the Pool Purchase Contract.

## **Fannie Mae Securities**

Each Fannie Mae Security will represent the entire interest in a specified pool of mortgage loans purchased by Fannie Mae from the Master Servicer and identified in records maintained by Fannie Mae. The Pool Contract requires that each Fannie Mae Security be in a minimum amount of \$250,000 (or, in each case, the lesser amounts as may be approved by Fannie Mae). The mortgage loans backing each Fannie Mae Security are to bear interest at a rate higher than each Fannie Mae Security (the "pass-through rate"). The difference between the interest rate on the mortgage loans and the pass-through rate on the Fannie Mae Security is to be collected by the Master Servicer and used to pay the Master Servicer's servicing fee and Fannie Mae's guaranty fee.

Fannie Mae will guarantee to the registered holder of the Fannie Mae Securities that it will distribute amounts representing scheduled principal and interest at the applicable pass-through rate on the mortgage loans in the pools represented by the Fannie Mae Securities, whether or not received, and the full principal balance of any foreclosed or other finally liquidated mortgage loan, whether or not that principal balance is actually received. **The obligations of Fannie Mae under these guarantees are obligations solely of Fannie Mae and are not backed by, nor entitled to the faith and credit of the United States. If Fannie Mae were unable to satisfy these obligations, distributions to the Trustee, as the registered holder of the Fannie Mae Securities, would consist solely of payments and other recoveries on the underlying mortgage loans and, accordingly, monthly distributions to the Trustee, as the holder of the Fannie Mae Securities, and payments on Outstanding Bonds would be affected by delinquent payments and defaults on those mortgage loans.**

## **Payments on the Mortgage Loans; Distributions on the Fannie Mae Securities**

Payments on a Fannie Mae Security will be made on the 25th day of each month (beginning with the month following the month the Fannie Mae Security is issued), or, if the 25th day is not a business day, on the first business day next succeeding the 25th day. With respect to each Fannie Mae Security, Fannie Mae will distribute to the

Trustee an amount equal to the total of (i) the principal due on the mortgage loans in the related pool underlying the Fannie Mae Security during the period beginning on the second day of the month prior to the month of the distribution and ending on the first day of the month of distribution, (ii) the stated principal balance of any mortgage loan that was prepaid in full during the second month next preceding the month of the distribution (including as prepaid for this purpose at Fannie Mae's election any mortgage loan repurchased by Fannie Mae because of Fannie Mae's election to repurchase the mortgage loan after it is delinquent, in whole or in part, with respect to four consecutive installments of principal and interest; or because of Fannie Mae's election to repurchase that mortgage loan under certain other circumstances), (iii) the amount of any partial prepayment of a mortgage loan received in the second month next preceding the month of distribution, and (iv) one month's interest at the pass-through rate on the principal balance of the Fannie Mae Security as reported to the Trustee (assuming the Trustee is the registered holder) in connection with the previous distribution (or, respecting the first distribution, the principal balance of the Fannie Mae Security on its issue date).

For purposes of distributions, a mortgage loan will be considered to have been prepaid in full if, in Fannie Mae's reasonable judgment, the full amount finally recoverable on account of that mortgage loan has been received, whether or not that full amount is equal to the stated principal balance of the mortgage loan. Fannie Mae may, in its discretion, include with any distribution principal prepayments, both full and partial, received during the month prior to the month of distribution but is under no obligation to do so.

## **FREDDIE MAC MORTGAGE-BACKED SECURITIES**

### **General**

*The following summary of the Freddie Mac Guarantor Program, the Freddie Mac Securities, Freddie Mac's mortgage purchase and servicing standards and other documents referred to herein does not purport to be complete and is qualified in its entirety by reference to Freddie Mac's Mortgage Participation Certificates Offering Circular, applicable Offering Circular Supplements, Freddie Mac's Information Statement, any Information Statement Supplements, the Freddie Mac Securities and any other documents made available by Freddie Mac. Copies of the Offering Circular, Information Statement and any supplements to those documents and other information can be obtained by calling Freddie Mac's Investor Inquiry Department (telephone (800) 336-3672) or by accessing Freddie Mac's World Wide Web site. Freddie Mac is a publicly traded company listed on the New York Stock Exchange (symbol: FRE). The Agency takes no responsibility for any of this information.*

Freddie Mac is subject to the supervision and regulation of the FHFA to the extent provided in the federal Housing and Economic Recovery Act of 2008. The FHFA has placed Freddie Mac into conservatorship.

Information on Freddie Mac and its financial condition is contained in annual, quarterly and current reports, proxy statements and other information that Freddie Mac files with the SEC. You may read and copy any document Freddie Mac files with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. These SEC filings are also available to the public from the SEC's website at <http://www.sec.gov>. The Agency takes no responsibility for information contained in these documents or on these websites.

### **Freddie Mac**

Freddie Mac is a shareholder-owned government-sponsored enterprise created on July 24, 1970 pursuant to the Federal Home Loan Mortgage Corporation Act, Title III of the Emergency Home Finance Act of 1970, as amended, 12 U.S.C. §§ 1451-1459 (the "Freddie Mac Act"). Freddie Mac's statutory mission is (i) to provide stability in the secondary market for residential mortgages; (ii) to respond appropriately to the private capital market; (iii) to provide ongoing assistance to the secondary market for residential mortgages (including activities relating to mortgages on housing for low- and moderate-income families involving a reasonable economic return that may be less than the return earned on other activities); and (iv) to promote access to mortgage credit throughout the United States (including central cities, rural areas and underserved areas) by increasing the liquidity of mortgage financing. Neither the United States nor any agency or instrumentality of the United States is obligated, either directly or indirectly, to fund the mortgage purchase or financing activities of Freddie Mac or to guarantee Freddie Mac's securities or obligations.

Freddie Mac's principal business consists of the purchase of (i) first-lien, conventional residential mortgages subject to certain maximum loan limits and other underwriting requirements under the Freddie Mac Act and (ii) securities backed by those mortgages. Freddie Mac finances its mortgage purchases and mortgage-backed securities purchases through the issuance of a variety of securities, primarily pass-through mortgage participation certificates and unsecured debt, as well as with cash and equity capital.

On September 7, 2008, the Director of the Federal Housing Finance Agency ("FHFA") appointed FHFA as conservator of Freddie Mac in accordance with the Federal Housing Finance Reform Act of 2008 (the "Reform Act") and the Federal Housing Enterprises Financial Safety and Soundness Act of 1992. On September 7, 2008, in connection with the appointment of FHFA as conservator, Freddie Mac and the U.S. Department of the Treasury ("Treasury") entered into a Senior Preferred Stock Purchase Agreement. Also, pursuant to its authority under the Reform Act, Treasury announced that it has established the Government Sponsored Enterprise Credit Facility (a lending facility to ensure credit availability to Freddie Mac, Fannie Mae, and the Federal Home Loan Banks that will provide secured funding on an as needed basis under terms and conditions established by the Treasury Secretary to protect taxpayers) and a program under which Treasury will purchase Government Sponsored Enterprise (including Freddie Mac) mortgage-backed securities (MBS) in the open market. The announcements by FHFA and Treasury and descriptions of these programs are available at their respective websites: <http://www.OFHFA.gov> and <http://www.Treasury.gov>.

### **Freddie Mac Guarantor Program**

Freddie Mac has established a mortgage purchase program pursuant to which Freddie Mac purchases a group of mortgages from a single seller in exchange for a Freddie Mac certificate representing an undivided interest in a pool consisting of the same mortgages (the "Guarantor Program"). Freddie Mac approves the institutions that may sell and service mortgages under the Guarantor Program on an individual basis after consideration of factors such as financial condition, operational capability and mortgage origination and/or servicing experience. Most sellers and servicers are HUD-approved mortgagees or FDIC-insured financial institutions.

### **Freddie Mac Securities**

Freddie Mac Securities will be mortgage pass-through securities issued and guaranteed by Freddie Mac under its Guarantor Program. Freddie Mac Securities are issued only in book-entry form through the Federal Reserve Banks' book-entry system. Each Freddie Mac Security represents an undivided interest in a pool of mortgage loans. Payments by borrowers on the mortgage loans in the pool are passed through monthly by Freddie Mac to record holders of the Freddie Mac Securities representing interests in that pool.

Payments on Freddie Mac Securities begin on or about the fifteenth day of the first month following issuance. Each month, Freddie Mac passes through to record holders of Freddie Mac Securities their proportionate share of principal payments on the mortgage loans in the related pool and one month's interest at the applicable pass-through rate. The pass-through rate for a Freddie Mac Security is determined by subtracting from the lowest interest rate on any of the mortgage loans in the pool the applicable servicing fee and Freddie Mac's management and guarantee fee, if any. The interest rates on the mortgages in a pool formed under Freddie Mac's Guarantor Program must fall within a range from the pass-through rate on the Freddie Mac Securities plus the minimum servicing fee through the pass-through rate plus 250 basis points.

Freddie Mac guarantees to each record holder of a Freddie Mac Security the timely payment of interest at the applicable pass-through rate on the principal balance of the holder's Freddie Mac Security. Freddie Mac also guarantees to each holder of a Freddie Mac Security (i) the timely payment of the holder's proportionate share of monthly principal due on the related mortgage loans, as calculated by Freddie Mac, and (ii) the ultimate collection of the holder's proportionate share of all principal of the related mortgage loans, without offset or reduction, no later than the payment date that occurs in the month by which the last monthly payment on the Freddie Mac Security is scheduled to be made.

Freddie Mac may pay the amount due on account of its guarantee of ultimate collection of principal on a mortgage at any time after default, but not later than 30 days following (i) the foreclosure sale of the mortgaged property, (ii) if applicable, the payment of an insurance or guaranty claim by the mortgage insurer or guarantor or (iii) the expiration of any right of redemption that the borrower may have, whichever is the last to occur. In no event,

however, will Freddie Mac make payments on account of this guarantee later than one year after an outstanding demand has been made on the borrower for accelerated payment of principal or for payment of the principal due at maturity.

**The obligations of Freddie Mac under its guarantees of the Freddie Mac Securities are obligations of Freddie Mac only. The Freddie Mac Securities, including the interest thereon, are not guaranteed by the United States and do not constitute debts or obligations of the United States or any agency or instrumentality of the United States other than Freddie Mac. If Freddie Mac were unable to satisfy its obligations under its guarantees, distributions on the Freddie Mac Securities would consist solely of payments and other recoveries on the related mortgages; accordingly, delinquencies and defaults on the mortgage loans would affect distributions on the Freddie Mac Securities and could adversely affect payments on Outstanding Bonds.**

### **Mortgage Purchase and Servicing Standards**

All mortgage loans purchased by Freddie Mac must meet certain standards established by the Freddie Mac Act. In addition, Freddie Mac has established its own set of mortgage purchase standards, including credit, appraisal and underwriting guidelines. These guidelines are designed to determine the value of the real property securing a mortgage loan and the creditworthiness of the borrower. Freddie Mac's administration of its guidelines may vary based on its evaluation of and experience with the seller of the mortgage loans, the loan-to-value ratio and age of the mortgage loans, the type of property securing the mortgage loans and other factors.

Freddie Mac has also established servicing policies and procedures to support the efficient and uniform servicing of the mortgage loans it purchases. Each servicer must perform diligently all services and duties customary to the servicing of mortgage loans in a manner consistent with prudent servicing standards. The duties performed by a servicer include collection and remittance of principal and interest to Freddie Mac; administration of escrow accounts; collection of insurance or guaranty claims; property inspections; and, if necessary, foreclosure. Freddie Mac monitors servicers' performance through periodic and special reports and inspections.

In the event of an existing or impending delinquency or other default on a mortgage loan, Freddie Mac may attempt to resolve the default through a variety of measures. In determining which measures to pursue with respect to a given mortgage loan and when to initiate those measures, Freddie Mac seeks to minimize the costs that may be incurred in servicing the mortgage, as well as Freddie Mac's possible exposure under its guarantees. However, the measures that Freddie Mac may choose to pursue to resolve a default will not affect Freddie Mac's guarantees. In any event, Freddie Mac generally repurchases from a pool any mortgage loan that has remained delinquent for at least 120 consecutive days and makes payment of principal to record holders pursuant to Freddie Mac's guarantee of ultimate collection of principal.

### **THE MASTER SERVICER**

U.S. Bank National Association currently serves as Master Servicer for the Agency's MBS Program, including the Program Securities to be financed with proceeds of the Series Bonds. The Agency has entered into a Servicing Agreement, dated as of October 17, 2013 (the "Servicing Agreement"), with U.S. Bank National Association, as master servicer (the "Master Servicer"), for an indefinite term (subject to termination rights), which replaces the previous servicing agreement executed by the Agency and the Master Servicer. The Program Securities acquired with proceeds of the Series Bonds are expected to be serviced by the Master Servicer.

THE FOLLOWING INFORMATION ABOUT THE MASTER SERVICER RELATES TO AND WAS SUPPLIED BY U.S. BANK NATIONAL ASSOCIATION. NONE OF THE AGENCY, THE UNDERWRITERS, THEIR COUNSEL OR BOND COUNSEL HAS VERIFIED THIS INFORMATION OR GUARANTEES IT AS TO COMPLETENESS OR ACCURACY. POTENTIAL INVESTORS SHOULD NOT CONSTRUE THIS INFORMATION AS A REPRESENTATION OF ANY OF THE AGENCY, THE UNDERWRITERS, THEIR COUNSEL OR BOND COUNSEL.

As of March 31, 2014, the Master Servicer serviced 194,937 single-family Mortgage Revenue Bond mortgage loans with an aggregate principal balance of approximately \$16.5 billion. The Master Servicer currently services single-family mortgage loans for State and Local Housing Finance Authorities, mutual savings banks, life

insurance companies, savings and loan associations, commercial banks, as well as Fannie Mae, GNMA and Freddie Mac.

As of March 31, 2014, according to its unaudited quarterly financial statements, U.S. Bancorp had total assets of approximately \$371.3 billion and a net worth of \$42.1 billion. For the three months ending March 31, 2014, the Master Servicer through its U.S. Bank Home Mortgage Division, originated and purchased single-family Mortgage Revenue Bond mortgage loans in the total principal amount of approximately \$850 million.

The Master Servicer is (i) an FHA- and VA-approved lender in good standing, (ii) a GNMA-approved seller and servicer of mortgage loans and an issuer of mortgage-backed securities guaranteed by GNMA, (iii) a Fannie Mae approved seller and servicer of Fannie Mae Securities, and (iv) a Freddie Mac approved seller and servicer of Freddie Mac securities.

The Master Servicer is not liable for the payment of the principal of Outstanding Bonds or the interest or redemption premium, if any, thereon.

The holding company for U.S. Bank National Association is U.S. Bancorp, the fifth largest financial services holding company in the United States.

## **THE HOMEOWNERSHIP FINANCE PROGRAM**

### **General**

The following provides a general description of the Agency's Program in respect of the Program Securities backed by Program Loans to be purchased with proceeds of the Series Bonds, which is subject to change from time to time as provided in the Resolutions and is also subject to applicable federal and state law.

Under the Bond Resolution, the Agency may issue Bonds to finance Program Obligations to provide financing for single family, owner-occupied housing. All Series of Bonds issued under the Bond Resolution are secured on a parity, except as otherwise expressly provided in the Bond Resolution. Proceeds of the Series Bonds will be used to purchase Program Securities backed by Program Loans. The Agency does not currently anticipate that future Series of Bonds issued under the Bond Resolution will finance Program Obligations other than Program Securities, but the Bond Resolution permits Additional Bonds to be issued to finance Program Loans directly if the conditions for issuance of the Additional Bonds are met. (See "Security for the Bonds—Additional Bonds.")

### **History and Transition to "MBS" Model**

Effective for commitments made on or after September 1, 2009, the Agency changed the Program from a "whole loan" model to an "MBS" (mortgage-backed securities) model. The Agency has entered into the Servicing Agreement with the Master Servicer, for an indefinite term (subject to termination rights). Pursuant to the Servicing Agreement, the Master Servicer is to acquire single family mortgage loans meeting Program requirements and pool these Program Loans into Program Securities to be purchased by the Trustee on behalf of the Agency. (See "Procedures for Origination, Purchase and Pooling" below.) For additional information regarding the Master Servicer, see "The Master Servicer."

### **Recent Program Developments**

The Agency implemented changes effective December 18, 2012 to its first mortgage and down payment and closing cost assistance programs. The Agency streamlined its single-family first mortgage program by combining its Minnesota Mortgage Program and its Community Activity Set Aside Program under the new name Start Up. The Agency retained modified versions of its two down payment and closing cost assistance programs, which provide assistance through interest-free and deferred repayment loans to lower-income borrowers, and it added a third option, an interest-bearing, fully-amortizing down payment and closing cost assistance loan, as further described below under the caption "Other Programs."



## Procedures for Origination, Purchase and Pooling

### *Application*

The Agency has published, and revises from time to time, its Start Up Program Procedural Manual (the “Manual”) which sets forth the guidelines and procedures for participation in the Program and certain requirements for origination of mortgage loans, including provisions for compliance with the requirements of applicable federal tax law. The Master Servicer has also published its lending manual for the Program establishing additional origination, documentation and processing requirements. The Agency responds to inquiries by interested lenders by directing them to the Master Servicer and the appropriate page on the Master Servicer’s website delineating information regarding the requirements a lender must satisfy to be eligible to participate in the Program. Lenders must complete an application process with the Master Servicer, including the payment of an application fee. Each Lender that satisfies the requirements of the Master Servicer and participates in the Program must execute a participation agreement with the Agency, which incorporates the Manual, and a participating lender agreement with the Master Servicer, which incorporates the Master Servicer’s lending manual by reference. Generally, Lenders that participate in the Program receive no advance commitment of funds. Rather, Lenders may request an individual commitment of loan funds via the internet by entering loan information in the Agency’s online loan purchase approval system (HDS SF Web Application). Each commitment request is subject to a review of the Agency’s eligibility rules that are a part of the HDS SF Web Application. If the information entered by the Lender meets the eligibility rules, the loan funds are then committed for each specific loan for a specific period. Should a specific loan ultimately be rejected or cancelled, the funds are available for use by another eligible borrower and Lender. There is no prescribed limit on the amount of funds that may be used by an individual participating Lender, subject to availability of funds.

Lenders are not required to pay a reservation fee upon obtaining a commitment of funds through the HDS SF Web Application. If the Master Servicer has not received a loan package pursuant to an individual commitment after 60 days, the Agency, at its option, may charge and, if so charged, the Lender must agree to pay an extension fee to maintain the individual commitment for a specified, extended period of time. Unrefunded extension fees, if charged, are deposited into the funds from which the loans or the Program Securities are purchased, either the Alternative Loan Fund or the Revenue Fund under the Bond Resolution.

### *Qualified Borrowers*

The Agency has established the maximum gross income for eligible borrowers under the Program based upon applicable federal law and Agency policy objectives. The maximum gross income of an eligible borrower under the Program is currently as follows:

Household Size	11-County Twin Cities Metropolitan Area*	Rochester MSA	Balance of State
1 or 2 Persons	\$82,900	\$81,300	\$73,900
3 or more Persons	95,335	93,495	84,985

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\*As used in this table, the “Twin Cities Metropolitan Area” comprises the following 11 counties: Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Ramsey, Scott, Sherburne, Washington, and Wright Counties.

The Agency will apply the income limitations set forth in Section 143(f) of the Code to applicants for loans financed with proceeds of the Series Bonds. The Agency may revise the income limits for the loans from time to time to conform to State and federal law and Agency policy objectives.

At the time a loan is made, the borrower must certify his or her intention to occupy the mortgaged property as his or her principal residence.

Credit underwriting must be in compliance with FHA, VA, USDA Rural Development (formerly the Rural Housing and Community Development Service), Fannie Mae, Freddie Mac or the insuring private mortgage insurance company and the Master Servicer’s underwriting standards.

Certain borrowers may be eligible for down payment and closing cost assistance, if needed for borrower qualification. (See “Deferred Payment Loans,” “Monthly Payment Loans” and “HOME Homeowner Entry Loan Program Loans” under “Other Programs” below.)

### **Certain Fannie Mae Loan Products**

In August 2010, the Agency began offering the Fannie Mae Housing Finance Agency Affordable Advantage loan product under the Minnesota Mortgage Program for borrowers with a qualifying credit score. The Affordable Advantage loan product enabled eligible state housing finance agencies to deliver loans with up to 100% loan-to-value ratios without mortgage insurance, although borrowers were required to contribute at least \$1,000 of their own funds. The loan product carried a higher Fannie Mae guarantee fee and the Agency agreed to repurchase the loan in the first six months if the loan became four months consecutively delinquent or if the loan was delinquent at the sixth month, did not become current and became four months consecutively delinquent thereafter. The Affordable Advantage Program terminated effective March 31, 2011. Before termination, the Agency had purchased with proceeds of Bonds Program Securities backed by Affordable Advantage loans in the approximate principal amount of \$12.97 million. These Program Securities have the same Fannie Mae guarantee as other Fannie Mae Securities. The Agency no longer has a repurchase obligation in respect of any of these loans.

In May 2012, the Agency began offering the Fannie Mae HFA Preferred Risk Sharing™ loan product for borrowers who meet the qualifying guidelines. The HFA Preferred Risk Sharing™ loan product enables eligible state housing finance agencies to deliver loans with up to 97% loan-to-value ratios without mortgage insurance. Currently, the interest-bearing, amortizing down payment and closing cost loan option, the Monthly Payment Loan, is available with this product. (See “Other Programs” below.) The loan product carries a higher Fannie Mae guarantee fee and the Agency must agree to repurchase the loan if it becomes delinquent in the first six months (12 months for loans backing a Fannie Mae Security issued on or after February 1, 2014) and remains delinquent for four consecutive months thereafter, or if the loan is delinquent at the sixth month (the 12th month for loans backing a Fannie Mae Security issued on or after February 1, 2014), does not become current and remains delinquent for four consecutive months thereafter. To date, Fannie Mae has not requested that the Agency repurchase any loans, but the Agency anticipates that it will receive a request to repurchase one loan in June 2014. Currently, the Agency has authority to purchase \$90 million in HFA Preferred Risk Sharing loans during the contract year beginning May 1, 2014. If those loans constitute Program Loans and are pooled into Program Securities acquired with proceeds of Bonds, the Program Securities would have the same Fannie Mae guaranty as other Fannie Mae Securities.

### **Qualified Real Property**

Program Loans are eligible for residential property in Minnesota on which is located an owner-occupied one or two-family dwelling, or an owner-occupied residential unit in a condominium, townhouse or planned unit development.

The Agency has established maximum purchase prices under the Program pursuant to the requirements of applicable federal law. For the Series Bonds, the maximum purchase prices for both one and two-family homes currently are as follows:

<u>If the property to be mortgaged is located in:</u>	
Twin Cities Metropolitan Area	\$310,000
Balance of State	\$265,000

The Agency may revise the maximum purchase prices from time to time to conform to applicable State and federal law and Agency policy objectives.

### **Target Areas**

Pursuant to applicable federal tax law, target areas have been established for the Program. Target areas consist of certain census tracts in the State in which 70 percent of the families have an annual income of 80 percent

or less of the statewide median income or areas determined by the State and approved by the Secretary of the Treasury of the United States and the Secretary of the United States Department of Housing and Urban Development to be areas of chronic economic distress (the “Target Areas”). The Agency will make available the required amount of the proceeds of the Series Bonds for the financing of loans for the purchase of residences located in Target Areas and will advertise the availability of those funds for loans in Target Areas. The Agency is also required to exercise reasonable diligence in seeking to finance residences in Target Areas. Absent any determination by the Agency that further availability of the proceeds of the Series Bonds is required by federal law, any moneys remaining unused may be made available to finance the purchase of residences located anywhere within the State, or may be used to redeem Bonds.

### **Servicing of Program Securities**

A servicer of mortgage loans backing a Program Security must be a GNMA, Fannie Mae and Freddie Mac approved servicer experienced in servicing pools of mortgage loans for GNMA, Fannie Mae and Freddie Mac under their respective guaranteed mortgage-backed securities programs and be subject to the standards set forth in the GNMA Servicer’s Guide, the Fannie Mae Single Family Selling and Servicing Guide and the Freddie Mac guidelines.

The Agency has entered into the Servicing Agreement with the Master Servicer to service mortgage loans backing Program Securities. For additional information regarding the Master Servicer, see “The Master Servicer” in this Official Statement. The Bond Resolution provides that in the event the Servicing Agreement is cancelled or terminated for any reason, the Agency shall proceed with due diligence to procure a successor Master Servicer, subject to the provisions of the Servicing Agreement and the requirements of each applicable Federal Mortgage Agency. During the period necessary to procure that successor, the Trustee shall, subject to the approval of the applicable Federal Mortgage Agency, cause to be performed the duties and responsibilities of the Master Servicer, under the Servicing Agreement and will be compensated therefor, in addition to the compensation payable to it under the Resolutions or any other instrument, in the same manner and amounts as provided under the Servicing Agreement.

### **Applicable Federal Law Mortgage Eligibility Requirements**

Applicable federal tax law imposes significant limitations on the financing of mortgage loans on owner occupied one- to four-family residences with the proceeds of a qualified mortgage bond issue such as the Series Bonds. (See “Tax Exemption and Related Considerations.”)

## **OTHER PROGRAMS**

In addition to the Program funded from the proceeds of the Bonds, the Agency offers other housing programs that provide loans for the purchase or improvement of single family housing and the acquisition, construction or rehabilitation of multifamily rental housing in the State of Minnesota. The assets devoted to these programs are briefly described in the Notes to the Financial Statements in Appendix A to this Official Statement.

For example, as of March 31, 2014, the Residential Housing Finance Bond Fund (excluding Pool 2 and Pool 3) had outstanding loans receivable of \$993,330,000 gross and \$167,732,000 in outstanding principal amount of mortgage-backed securities, which were financed from the proceeds of the Agency’s residential housing finance bonds. As of March 31, 2014, the Agency had outstanding home improvement loans receivable of \$86,701,000 gross. *None of these loans secure or are available for the payment of principal of or interest on the Bonds.*

In 2012 the Agency defeased its Single Family Mortgage Bond Resolution and transferred substantially all of the excess assets thereunder to the Residential Housing Finance Bond Resolution.

### **Step Up Program**

In connection with the recent change in the Program (see “The Homeownership Finance Program—Recent Program Developments” in this Official Statement), the Agency has initiated its Step Up program, under which the Agency purchases mortgages made by mortgagors who are not first-time homebuyers or for refinancings. Down payment and closing cost assistance is available under the Step Up Program as described under “Monthly Payment

Loans” below. The Agency intends to cause Step Up mortgage loans to be securitized and then sold on the secondary market or retained in the Agency’s portfolio.

### **Deferred Payment Loans**

The Agency has established a Homeownership Assistance Fund created with appropriations by the State Legislature from which Deferred Payment Loans are made. In addition, the Alternative Loan Fund within the Bond Resolution is also a source of funding for these loans. A Deferred Payment Loan is a junior lien loan made by the Agency to the mortgagor to assist in the payment of required down payment and closing costs on the home.

Mortgagors who meet program income requirements, program targeting criteria and who do not have sufficient cash for down payment and closing costs are eligible for a Deferred Payment Loan for the greater of up to five percent of the purchase price or \$5,000. The maximum Deferred Payment Loan may not exceed \$7,500.

This down payment and closing cost assistance is an interest-free, deferred loan which is due on sale or transfer or when the property is no longer occupied by the mortgagor.

Program Loans backing Program Securities made or purchased from the proceeds of a Series of Bonds may or may not be accompanied by Deferred Payment Loans. The Agency has not pledged the Homeownership Assistance Fund to the payment of principal or interest on Outstanding Bonds and it is not available for that purpose. Amounts on deposit in the Alternative Loan Fund are available for the payment of principal of or interest on the Bonds and other debt of the Agency, but are not pledged to payment of Outstanding Bonds or other debt.

### **HOME Homeowner Entry Loan Program Loans (HOME HELP)**

The Agency has established a HOME HELP program created with federal HOME funds received by the Agency. A HOME HELP loan is a junior lien loan made by the Agency to the mortgagor to assist in the payment of required down payment and closing costs on the home. Borrowers who meet Federal HOME and program requirements, including but not limited to income, house price, Uniform Physical Condition Standards (UPCS), Uniform Relocation Act compliance, and environmental review, are eligible for a base amount of \$5,000 or five percent of the purchase price, whichever is greater. Additional assistance, up to a total of \$10,000, is calibrated based on the needs of the household.

The HOME HELP loan is an interest free, deferred loan with a repayment agreement that recaptures 100% of the loan amount for the first six years and 50% of the loan amount after year six. Recapture occurs upon maturity of the first mortgage, upon voluntary or involuntary sale of the property, or when the property is no longer owner occupied. HOME HELP loans are not pledged to the payment of the Bonds.

### **Monthly Payment Loans**

The Agency added a new down payment and closing cost loan option, the Monthly Payment Loan, as part of the introduction of the Start Up program and the Step Up program. The Alternative Loan Fund is the source of funding for these loans. A Monthly Payment Loan is a junior lien loan made by the Agency. The interest-bearing, amortizing loan has a ten-year term with an interest rate equal to the interest rate of the applicable first mortgage. Borrowers can receive a Monthly Payment Loan in an amount up to five percent of the purchase price or \$5,000, whichever is greater.

### **Mortgage Credit Certificates**

The Agency has established a mortgage credit certificate program that was implemented in June 2013. The total credit authority initially available under the program is \$33,776,912, which is expected to provide assistance with respect to approximately \$96.5 million in aggregate principal amount of single family mortgage loans. To be eligible for a mortgage credit certificate under the program, the mortgage loan must close on or before December 31, 2014, and may not be funded with proceeds of qualified mortgage bonds, such as the Series Bonds. Because the eligibility requirements for mortgage credit certificates and for mortgage loans financed with qualified mortgage bonds are substantially similar, it is likely that the availability of the mortgage credit certificate program will reduce demand for the Agency’s Start Up Program.

## **TAX EXEMPTION AND RELATED CONSIDERATIONS**

### **General**

The Code establishes certain requirements that must be met subsequent to the issuance of the Series Bonds in order that interest thereon be and remain excludable from gross income for federal income tax purposes. Failure to comply with such requirements could cause the interest on the Series Bonds to be includable in gross income retroactive to their date of original issuance. The requirements of the Code include provisions that restrict the yield and set forth other limitations within which the proceeds made available upon the issuance of the Series Bonds are to be invested, including mortgage eligibility requirements, and require that certain investment earnings be rebated on a periodic basis to the United States Treasury.

Section 143 of the Code imposes significant limitations on the financing of single-family mortgage loans that are applicable to the Series Bonds. The Agency will covenant, as described below, that the Program Loans financed by the proceeds made available upon the issuance of the Series Bonds will satisfy these requirements, including, but not limited to, the borrower income and purchase price limitations of Section 143 of the Code.

Under the Code, the following requirements must be met with respect to each Program Loan financed, in whole or in part, with proceeds of the Series Bonds: (a) the residence being financed must reasonably be expected by the Agency to become the principal residence of the mortgagor within a reasonable time after the financing is provided, must not be intended primarily or expected to be used in a trade or business and may not be used as an investment property or as a recreational home; (b) subject to certain exceptions, at least 95% of the lendable proceeds of an issue must be used to finance residences of borrowers who have not had a present ownership interest in a principal residence during the three-year period prior to the date on which the mortgage is executed; (c) the acquisition cost of the residence must not exceed certain limitations; (d) all mortgages must be made to borrowers whose income does not exceed certain limitations; (e) except in certain limited circumstances, proceeds may not be applied to acquire or replace an existing mortgage; and (f) if assumable in accordance with its terms, a mortgage may not be assumed unless requirements (a) through (d) above are met.

An issue of bonds is treated as meeting the mortgage eligibility requirements of the Code only if the issuer in good faith attempts to meet all of the mortgage eligibility requirements before the mortgages are executed and any failure to comply with the mortgage eligibility requirements is corrected within a reasonable period after such failure is first discovered. In addition, 95% or more of the proceeds of the issue used to make loans must be used to finance residences which met all such requirements at the time the loans were executed. In determining whether 95% of the proceeds have been so used, the issuer is entitled to rely on an affidavit of the mortgagor and of the seller and on the mortgagor's income tax returns filed with the Internal Revenue Service for the three years preceding the date the mortgage is executed even though the relevant information in such affidavits and returns should ultimately prove to be untrue, unless the issuer or its agent knows or has reason to believe that such information is false. If the relevant information in the affidavits obtained in connection with any loan is discovered to be untrue, however, the correction still must be made within a reasonable period.

The Agency has included provisions in the Resolutions, its procedural manuals (including the Manual) (collectively, the "Manuals") and other relevant documents, and has established procedures (including receipt of certain affidavits and representations from Lenders, mortgagors and others respecting the mortgage eligibility requirements) in order to ensure compliance with the mortgage eligibility requirements and other requirements of the Code relating to nonmortgage investments which must be met subsequent to the date of issuance of the Series Bonds. The Agency has covenanted in the Resolutions to do all things necessary to assure that interest paid on the Series Bonds shall be excludable from gross income for federal tax purposes under current law. Under the Code, certain requirements must be met subsequent to the delivery of the Series Bonds to ensure that interest on such Bonds is not included in gross income. The Agency believes that the procedures and documentation requirements established for the purpose of fulfilling its covenant are sufficient to ensure that the proceeds of the Series Bonds will be applied in accordance with the Code.

### **Backup Withholding**

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made to any bondholder who fails to

provide certain required information, including an accurate taxpayer identification number, to any person required to collect such information pursuant to Section 6049 of the Code. The new reporting requirement does not, in and of itself, affect or alter the excludability of interest on the Series Bonds from gross income for federal tax purposes or any other federal tax consequences of purchasing, holding or selling tax-exempt obligations.

### **Opinion of Bond Counsel**

In the opinion of Kutak Rock LLP, Bond Counsel, to be delivered, with respect to the Series Bonds, on the date of issuance of the Series Bonds, assuming the accuracy of certain representations and continuing compliance by the Agency with certain covenants, under existing laws, regulations, rulings and judicial decisions, interest payable on the Series Bonds is not includable in gross income of the owners thereof for federal income tax purposes, except as hereafter described. Bond Counsel is of the opinion that interest on Series Bonds will not be treated as an item of tax preference in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations and will not be included in the calculation of adjusted current earnings for purposes of calculating the federal minimum alternative tax imposed on corporations.

In addition, in the opinion of Bond Counsel, interest on the Series Bonds is not includable in the taxable net income of individuals, trusts and estates for Minnesota income tax purposes. Interest on the Series Bonds is includable in the income of corporations and financial institutions for purposes of the Minnesota franchise tax. Interest on the Series Bonds is not includable in the Minnesota alternative minimum taxable income of individuals, estates and trusts.

A form of the Bond Counsel opinion with respect to the Series Bonds is attached hereto as Appendix F.

Although Bond Counsel is rendering an opinion that the interest on the Series Bonds, as described above, is not included in gross income for federal, and in some cases, Minnesota, income tax purposes, the accrual or receipt of interest on the Series Bonds may otherwise affect the federal and state income tax liability of the recipient. The extent of these other tax consequences will depend upon the recipient's particular tax status or other items of income or deduction. Bond Counsel expresses no opinion regarding any such consequences. Purchasers of the Series Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions or recipients of Social Security or railroad retirement benefits, taxpayers otherwise entitled to claim earned income credit and taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry tax-exempt obligations are advised to consult their tax advisors as to the tax consequences of purchasing, holding or selling the Series Bonds.

### **Certain State Tax Legislation**

Minnesota, like many other states, generally taxes interest on obligations of governmental issuers in other states. In 1995, Minnesota enacted a statement of intent, codified at Minn. Stat. § 289A.50, subd. 10, that interest on obligations of Minnesota governmental units and Indian tribes be included in the net income of individuals, estates and trusts for Minnesota income tax purposes if a court determines that Minnesota's exemption of such interest and its taxation of interest on obligations of governmental issuers in other states unlawfully discriminates against interstate commerce. This provision applies to taxable years that begin during or after the calendar year in which any such court decision becomes final, irrespective of the date upon which the obligations were issued.

On May 19, 2008 the U.S. Supreme Court held in *Department of Revenue of Kentucky v. Davis* that Kentucky's taxation of interest on bonds issued by other states and their political subdivisions, while exempting from taxation interest on bonds issued by the Commonwealth of Kentucky or its political subdivision, does not impermissibly discriminate against interstate commerce under the Commerce Clause of the U.S. Constitution. In a footnote, however, the Court stated that it had not addressed whether differential treatment of "so-called 'private-activity,' 'industrial-revenue,' or 'conduit' bonds . . . used to finance projects by private entities" violate the Commerce Clause, adding that "we cannot tell with certainty what the consequences would be of holding that Kentucky violates the Commerce Clause by exempting such bonds; we must assume that it could disrupt important projects that the States have deemed to have public purposes. Accordingly, it is best to set this argument aside and leave for another day any claim that differential treatment of interest on private-activity bonds should be evaluated differently from the treatment of municipal bond interest generally."

The Series Bonds are “private activity bonds” even though they finance individual residential mortgages, not projects by private entities. Since the Supreme Court’s opinion left open the possibility of a challenge to Minnesota’s differential treatment of the interest on private activity bonds issued in other states, the Agency cannot predict the outcome of any such challenge. If Minnesota’s treatment of such bonds were held to unlawfully discriminate against interstate commerce, the court making such a finding would have to decide upon a remedy for the tax years at issue in the case. Even if the remedy applied to those years preceding the decision were to exempt other states’ bond interest rather than to tax Minnesota bond interest, application of the 1995 statute to subsequent years could cause interest on the Series Bonds to become taxable by Minnesota and the market value of the Series Bonds to decline.

### **Changes in Federal and State Tax Law**

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to above or adversely affect the market value of the Series Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether, if enacted, it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series Bonds or the market value thereof would be impacted thereby. Purchasers of the Series Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series Bonds and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

## **LITIGATION**

There is not now pending or, to the best knowledge of the officers of the Agency, overtly threatened any litigation against the Agency seeking to restrain or enjoin the sale, issuance, execution or delivery of the Series Bonds, or in any manner questioning or affecting the validity of the Series Bonds or the proceedings or authority pursuant to which they are to be issued and sold.

The Agency is a party to various litigations arising in the ordinary course of business. While the ultimate effect of these actions cannot be predicted with certainty, the Agency expects that the outcome of these matters will not result in a material adverse effect on the financial position or results of operations of the Agency.

## **LEGAL MATTERS**

The validity of, and the tax exemption of interest on, the Series Bonds are subject to the opinion of Kutak Rock LLP, Atlanta, Georgia, Bond Counsel. The opinion of Bond Counsel will be provided in substantially the form set forth in Appendix F attached hereto. Certain legal matters will be passed upon for the Underwriters by their counsel, Dorsey & Whitney LLP, Des Moines, Iowa.

## **RATING**

The Series Bonds are rated “Aaa” by Moody’s Investors Service, Inc. (“Moody’s”). The rating and any associated outlook reflect only the views of Moody’s, and an explanation of the significance of the rating and outlook may be obtained only from Moody’s and its published materials. The rating described above is not a recommendation to buy, sell or hold the Series Bonds. There can be no assurance that the rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely if, in the judgment of Moody’s, circumstances so warrant. Therefore, after the date hereof, investors should not assume that the rating is still in effect. A downward revision or withdrawal of the rating is likely to have an adverse effect on the market price and marketability of the Series Bonds. The Agency has not assumed any responsibility either to notify the owners of the Series Bonds of any proposed change in or withdrawal of the rating subsequent to the date of this

Official Statement, except in connection with the reporting of events as provided in the Continuing Disclosure Undertaking (see Appendix C to this Official Statement), or to contest any revision or withdrawal.

## **FINANCIAL ADVISOR**

CSG Advisors Incorporated (the “Financial Advisor”) is serving as financial advisor to the Agency with respect to the planning, structuring and sale of the Series Bonds. The Financial Advisor assisted in the preparation of this Official Statement and in other matters relating to the planning, structuring and issuance of the Series Bonds and provided other advice to the Agency. The Financial Advisor does not underwrite or trade bonds and will not engage in any underwriting activities with regard to the issuance and sale of the Series Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification, or to assume responsibility for the accuracy, completeness or fairness, of the information contained in this Official Statement and is not obligated to review or ensure compliance with continuing disclosure undertakings.

## **UNDERWRITING**

RBC Capital Markets, LLC, Piper Jaffray & Co. and Wells Fargo Bank, National Association (collectively, the “Underwriters”) will purchase the Series Bonds. The Underwriters are to be paid a fee of \$280,417.55 with respect to their purchase of the Series Bonds. The Underwriters may offer and sell the Series Bonds to certain dealers and certain dealer banks at prices lower than the public offering prices stated on the front cover hereof.

Each of the Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Each of the Underwriters and their respective affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the Agency, for which they may have received or will receive customary fees and expenses. In the ordinary course of their various business activities, each of the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of Agency.

Wells Fargo Bank, National Association (“WFBNA”), one of the underwriters of the Series Bonds, has entered into an agreement (the “Distribution Agreement”) with its affiliate, Wells Fargo Advisors, LLC (“WFA”), for the distribution of certain municipal securities offerings, including the Series Bonds. Pursuant to the Distribution Agreement, WFBNA will share a portion of its underwriting compensation with respect to the Series Bonds with WFA. WFBNA also utilizes the distribution capabilities of its affiliates, Wells Fargo Securities, LLC (“WFSLLC”) and Wells Fargo Institutional Securities, LLC (“WFIS”), for the distribution of municipal securities offerings, including the Series Bonds. In connection with utilizing the distribution capabilities of WFSLLC, WFBNA pays a portion of WFSLLC’s expenses based on its municipal securities transactions. WFBNA, WFSLLC, WFIS, and WFA are each wholly-owned subsidiaries of Wells Fargo & Company.

Wells Fargo Securities is the trade name for certain securities-related capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association.

Wells Fargo Bank, National Association is serving as one of the Underwriters for the Series Bonds and as Trustee under the Resolutions for the Bonds.



## **MISCELLANEOUS**

This Official Statement is submitted in connection with the offering of the Series Bonds and may not be reproduced or used, as a whole or in part, for any other purpose. Any statement made or incorporated in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are set forth as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the Agency and the purchasers or owners of any of the Series Bonds.

The Agency has authorized the execution and delivery of this Official Statement.

## **MINNESOTA HOUSING FINANCE AGENCY**

By /s/ Mary Tingerthal  
Commissioner

Dated: June 10, 2014.

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**APPENDIX A**

**AUDITED FINANCIAL STATEMENTS OF THE AGENCY  
FOR THE FISCAL YEAR ENDED JUNE 30, 2013**

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# MINNESOTA HOUSING FINANCE AGENCY

## Annual Financial Report as of and for the year ended June 30, 2013

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## MINNESOTA HOUSING FINANCE AGENCY

### Commissioner's Report

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At Minnesota Housing, we are pleased to have completed another year with strong financial and programmatic results.

As housing and financial markets continue to recover nationally, conditions in Minnesota are slightly ahead of the national average with unemployment at 5.2% (compared to 7.6% nationally) and with the median home sales price increasing 14% from \$162,600 in July 2012 to \$185,000 in July 2013 statewide, with even higher increases in the Twin Cities metropolitan area. Foreclosure sales are down 32% in Minnesota from an annual peak of 26,251 in 2008 to 17,985 in 2012. In this marketplace environment, Minnesota Housing has capitalized on improving conditions to improve both its product offerings and its financial condition:

- During the current fiscal year, Minnesota Housing has successfully repositioned its single family lending products, resulting in production that is projected to be 40% above the previous year's levels by the end of the Agency's program year in September of 2013. Minnesota Housing now offers both its "Start-Up" mortgage product for first-time homebuyers and its "Step-Up" product for other owners wanting to refinance their current mortgages or purchase homes more suitable for their current needs. Supporting this new production is a suite of downpayment and closing cost loans that includes both the Agency's traditional deferred loans and a new amortizing loan product that is serviced in tandem with the first mortgage. This amortizing second mortgage product has proven to be extremely popular for homebuyers and has taken pressure off of the deferred loan product, for which more limited funding sources are available. The Agency also introduced a program of Mortgage Credit Certificates (MCCs) for the first time in its history, resulting in an additional financing option for first time homebuyers while using previously dormant tax-exempt bonding capacity.
- Increased single family production has been supported by a successful capital markets strategy that has positioned the agency to take advantage of multiple sources of capital throughout the year. The Agency continued to use its highly successful tax-exempt mortgage-backed securities monthly pass-through structure throughout most of the year and then shifted to deliveries into the TBA market when interest rates ticked up in May of 2013. The Agency's Finance team has successfully implemented a pipeline management system that facilitates deliveries into multiple capital markets channels, including the TBA market, and supports pricing changes that are necessary in rapidly changing markets. The Minnesota Housing board also recently adopted a bond resolution that authorizes tax-exempt sales of single mortgage-backed securities which will add to the options available. The Finance team has also strengthened the Agency's balance sheet by moving to a practice of monitoring bond call options on a monthly basis and retiring higher interest rate bonds as call options are available.
- Minnesota Housing has seen a dramatic improvement in its Real Estate Owned (REO) portfolio with the number of REO properties declining from 135 last year to 81 properties at the end of June, 2013. In addition, the average loss on the sale of REO properties has declined from \$30,112 last year to \$26,635 at the end of June. June delinquency rates remained stubbornly high, with a rate of 7.55% for 60+ days, while the foreclosure rate has remained steady at 1.51%. The combined impact of these factors plus the shift from whole loans to mortgage-backed securities have resulted in a decrease in the Agency's loan loss reserve of \$10.6 million from last year.
- With economic conditions continuing to improve in Minnesota, the state legislature addressed the growing need for affordable housing in Minnesota by increasing the Agency's biennial appropriation. Minnesota Housing received a 33% increase in its biennial budget from \$76.1 million for the FY2012-2013 biennium to \$101.5 million for the FY2014-2015 biennium. Ten million of the increase will be used to support a new Housing and Job Growth initiative that will focus on communities that have a housing shortage because of a growth in jobs in those communities. Three million of the increase will be used to support two targeted rental assistance programs. The Agency continues to enjoy broad bipartisan support for its housing programs in the state legislature.

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## MINNESOTA HOUSING FINANCE AGENCY

### Commissioner's Report (continued)

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- During the year, Minnesota Housing took several steps to improve its capacity to provide first mortgage loans for multifamily properties in coming years, including its approval as an FHA MAP (Multifamily Accelerated Processing) lender, which will allow the Agency to originate loans that are fully insured by FHA and which can be placed into GNMA securities. This will add to the Agency's long-standing use of the FHA Risk-share product. The Agency also anticipates increased use of tax exempt bonds with 4% low-income housing tax credits for multifamily properties in the coming year.

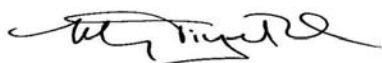
During the fiscal year, Minnesota Housing achieved the following programmatic results:

- Purchased 2,494 new home mortgages for first time homebuyers, of which 23.7% were to emerging market households.
- Closed 51 loans and grants on 49 multifamily properties totaling nearly \$40 million and providing affordable housing to 1948 households (units), 277 of which were designated to serve long-term homeless households. Of the 49 transactions that closed, the Agency provided financing to 10 federally assisted developments, which resulted in the preservation of 708 units and are estimated to leverage more than \$107 million in federal rent subsidies during the affordability periods of the properties.
- Continued a strong commitment to foreclosure prevention, winning an allocation of nearly \$980,000 in counseling resources under the National Foreclosure Mitigation Counseling program that will serve an estimated 3,036 households. Historically, 60% of families receiving foreclosure counseling in Minnesota have avoided foreclosure, with 89% of those households able to remain in their home.
- Opened the doors to nearly 76 units of supportive housing for families and individuals who experienced long term homelessness.

Minnesota Housing took other important steps during the year to set our course for the future:

- Convened a new Interagency Council on Homelessness comprised of 11 state agency commissioners which is charged by the Governor with drafting a new Statewide Plan to Prevent and End Homelessness by the end of 2013.
- Continued its significant investment in the redesign of business processes and the technology to support them that was started in 2012. During the year, Minnesota Housing:
  - o Released its substantially redesigned website;
  - o Completed a new on-line compliance reporting system for use by owners of multifamily developments with federal compliance requirements;
  - o Released a comprehensive Request for Proposals to upgrade its single family loan purchase system;
  - o Engaged a consultant to support the redesign of the Agency's multifamily loan processing, pipeline management and database systems; and
  - o Is in the final stages of testing a new, comprehensive loan servicing system to consolidate and ease transaction processing.
- Developed an internal engagement plan focused on developing strong leadership skills throughout the organization, making work better and more enjoyable and improving the ways the Agency does its work to better achieve its mission.

We are proud that Minnesota Housing is an organization that is driven by our mission, our values and our strategies. We are committed to building and maintaining the elements that have sustained our work for more than 40 years – our people, our partners, our community support and our financial strength.



Mary Tingerthal, Commissioner  
Minnesota Housing  
August 28, 2013



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## Independent Auditors' Report

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Members of the Board of Directors  
Minnesota Housing Finance Agency  
St. Paul, Minnesota

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the business-type activities, and each major fund (General Reserve, Rental Housing, Residential Housing Finance, Homeownership Finance, Multifamily Housing, State Appropriated, and Federal Appropriated) of Minnesota Housing Finance Agency(Agency), a component unit of the State of Minnesota, as of and for the year ended June 30, 2013, and the related notes to the financial statements, which collectively comprise the entity's basic financial statements as listed in the table of contents.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditors' Responsibility***

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

### ***Opinions***

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities, and each major fund (General Reserve, Rental Housing, Residential Housing Finance, Homeownership Finance, Multifamily Housing, State Appropriated, and Federal Appropriated) of the Agency as of June 30, 2013, and the respective changes in financial position and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### ***Report on Summarized Comparative Information***

We have previously audited Minnesota Housing Finance Agency's 2012 financial statements of the business-type activities and each major fund, and we expressed an unmodified audit opinion on those audited financial statements in our report dated August 29, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012 is consistent, in all material respects, with the audited financial statements from which it has been derived.

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## Independent Auditors' Report (continued)

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### ***Other Matters***

#### ***Required Supplementary Information***

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

#### ***Other Information***

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Agency's basic financial statements. The introductory section and supplemental information are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplemental information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The introductory section has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on it.



**CliftonLarsonAllen LLP**

Minneapolis, MN

August 28, 2013

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# MINNESOTA HOUSING FINANCE AGENCY

## Management's Discussion and Analysis of Financial Condition and Results of Operations

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Management's Discussion and Analysis of Financial Condition and Results of Operations is not audited. However, it is supplementary information required by accounting principles generally accepted in the United States of America. This discussion should be read in conjunction with the financial statements and notes thereto.

### Introduction

The Minnesota Housing Finance Agency (Minnesota Housing or the Agency) was created in 1971 by the Minnesota legislature through the enactment of Minnesota Statutes, Chapter 462A, which has been amended from time to time. The Agency was established to facilitate the construction and rehabilitation of housing in Minnesota for families of low- and moderate-income by providing mortgage loans, development loans, and technical assistance to qualified housing sponsors. Minnesota Housing is a component unit of the State of Minnesota and receives appropriations from the state legislature, substantially all of which are used to make loans or grants under specified state-defined programs and to pay debt service and related expenses on state appropriation-backed nonprofit housing bonds. Minnesota Housing also receives funds appropriated by the federal government for similar program purposes. The Agency's mission is to finance and advance affordable housing opportunities for low- and moderate-income Minnesotans to enhance quality of life and foster strong communities.

Minnesota Housing is authorized to issue bonds and notes to fulfill its corporate purposes up to a total outstanding amount of \$5.0 billion and to incur other indebtedness. None of the bonds, notes or other indebtedness is a debt of the State of Minnesota or any political subdivision thereof.

Minnesota Housing operates three program divisions — Multifamily, Single Family and Community Development — which offer housing programs with funding from the sale of tax-exempt and taxable bonds, state and federal appropriations, the Housing Trust Fund and the Alternative Loan Fund. The federal Low Income Housing Tax Credit is another resource the Agency allocates. The members of Minnesota Housing (the Board) consist of six public members appointed by the Governor with the advice and consent of the state senate and the State Auditor as an ex-officio member.

### Discussion of Financial Statements

The Financial Section of this report consists of three parts: the independent auditors' report, management's discussion and analysis (this section), and the basic financial statements. The basic financial statements are prepared on an accrual basis and presented on an Agency-wide basis and by fund.

- Agency-wide financial statements provide information about Minnesota Housing's overall financial position and results of operations. These statements consist of the Statement of Net Position and the Statement of Activities. Significant interfund transactions have been eliminated within the Agency-wide statements. Assets and revenues of the separate funds that comprise the Agency-wide financial statements are generally restricted as to use and the reader should not assume they may be used for every corporate purpose.
- The fund financial statements provide information about the financial position and results of operations for Minnesota Housing's seven proprietary funds.
- The financial statements also include "Notes to Financial Statements" which provide more detailed explanations of certain information contained in the Agency-wide and fund financial statements.

Supplementary Information is presented following the Notes to Financial Statements for certain funds of Minnesota Housing, which have been established under the bond resolutions under which Minnesota Housing issues bonds and other debt for its programs. These funds consist of General Reserve and the bond funds, which are Rental Housing, Residential Housing Finance, Homeownership Finance and Multifamily Housing.

The basic financial statements also include comparative totals as of and for the year ended June 30, 2012. Although not required, these comparative totals are intended to facilitate an understanding of Minnesota Housing's financial position and results of operations for fiscal year 2013 in comparison to the prior fiscal year.

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### Discussion of Individual Funds

##### *General Reserve*

The purposes of General Reserve are to maintain sufficient liquidity for Minnesota Housing operations, to hold escrowed funds and to maintain the Housing Endowment Fund (also referred to as Pool 1). The costs of administering Minnesota Housing programs are captured on the Statement of Revenues and Expenses for General Reserve. The fees earned are generally related to the administration of the federal Low Income Housing Tax Credit program, administration of the federal Housing Assistance Payment program, and contract administration of the Section 8 program for developments not financed by Minnesota Housing.

##### *Rental Housing*

The majority of the developments with a first mortgage loan presently held in Rental Housing receive Section 8 payments under contracts that are for substantially the same length of time as the mortgage loans.

Inherent risks remain in these portfolios, especially for multifamily developments without project-based tenant subsidies. Maintaining asset quality is a high priority for Minnesota Housing; therefore, this portfolio receives a significant amount of oversight.

All of Minnesota Housing's bond-financed multifamily loans, except one loan financed under Multifamily Housing, are financed in Rental Housing as of June 30, 2013. Funds in excess of bond resolution requirements may be withdrawn and used to redeem any Agency bonds, to fund housing programs and for Agency operations.

##### *Residential Housing Finance*

Included within Residential Housing Finance are the bonds issued and outstanding under the Residential Housing Finance bond resolution, and the restricted by covenant Alternative Loan Fund which consists of the Housing Investment Fund (Pool 2) and the Housing Affordability Fund (Pool 3).

Bonds have been issued for the purpose of funding purchases of single family first mortgage loans, mortgage-backed securities backed by single family mortgage loans, certain entry cost housing assistance loans, and subordinated home improvement mortgage loans. The majority of the single family loans financed by these bond issues are insured by private mortgage insurance or the Federal Housing Administration (FHA), or guaranteed by the U.S. Department of Veterans Affairs (VA) or the U.S. Department of Agriculture Rural Development (RD). While mortgage insurance and guarantees help mitigate the risk of loss to the Agency, inherent risks remain including the impact of declining home values on default recoveries and the risk of deterioration to the credit worthiness of insurers. The Agency's collection experience among mortgage insurers has been generally favorable.

This bond resolution was the principal source of financing for bond-financed homeownership programs from fiscal year 2002 until fiscal year 2011 (see Homeownership Finance, below). Minnesota Housing may also issue bonds for its home improvement loan program under this bond resolution although no bonds were issued to support home improvement lending during fiscal year 2013.

Assets of the Housing Investment Fund (Pool 2) consist of investment quality housing loans, as defined by the Agency, and investment grade securities. During fiscal year 2013 this fund provided capital for several Agency programs including its home improvement loan program and its multifamily first-mortgage loan program, for warehousing purchases of mortgage-backed securities secured by single family first mortgage loans before those securities are either permanently financed by issuing bonds or sold into the TBA market, for amortizing second lien homeownership loans made in conjunction with the Agency's single family first mortgage loans, for tax credit bridge loans, loans to partner organizations to acquire, rehabilitate and sell foreclosed homes and to develop new affordable housing, loans to facilitate transfers of ownership of manufactured home parks to resident owners, and bond sale contributions. The fund may also provide interim financing for construction and rehabilitation of single family housing and may be used to advance funds to retire debt.

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### Discussion of Individual Funds (continued)

Assets of the Housing Affordability Fund (Pool 3) consist of investment-grade securities when not utilized for program purposes. Program purposes include, but are not limited to: no-interest loans, loans at interest rates substantially below market, high risk loans, deferred loans, revolving funds, and grants. During fiscal year 2013 funds from Pool 3 were used for entry cost assistance for first-time homebuyers, below-market interim financing for construction and rehabilitation of single family housing, capital costs and rental assistance for permanent supportive housing, and deferred, subordinated multifamily loans.

Funds in excess of bond resolution requirements may be withdrawn and used to redeem any Agency bonds, to fund housing programs and for Agency operations.

#### *Homeownership Finance*

This bond resolution was originally adopted for the purpose of issuing mortgage revenue bonds under the United States Treasury's Single Family New Issue Bond Program (NIBP). The Agency used its remaining NIBP authority to issue bonds during fiscal year 2012. Non-NIBP mortgage revenue bonds have since been issued under this resolution which also meet resolution requirements. Bonds issued under this resolution fund mortgage-backed securities backed by single family mortgage loans. These securities are guaranteed as to payment of principal and interest by either the Government National Mortgage Association or the Federal National Mortgage Association. Funds in excess of bond resolution requirements may be withdrawn and used to redeem any Agency bonds, to fund housing programs and for Agency operations.

#### *Multifamily Housing*

This bond resolution was adopted for the purpose of issuing multifamily housing bonds under the United States Treasury's Multifamily New Issue Bond Program. Bonds were issued for one rental housing project.

#### *State and Federal Appropriated Funds*

The appropriated funds are maintained by Minnesota Housing for the purpose of receiving and disbursing monies appropriated by the state and federal government for housing. The entire balance of the appropriated funds' net position is restricted by law for specified uses set forth in the state appropriations or federal contracts and are not pledged or available to secure the bondholders or creditors of Minnesota Housing.

The State Appropriated fund was established to account for funds received from the state legislature, which are to be used for programs for low- and moderate-income persons and families and multifamily housing developments in the form of low-interest loans, no-interest deferred loans, low-interest amortizing loans, debt service and other costs associated with appropriation-backed bonds, and other housing-related program costs.

The Federal Appropriated fund was established to account for funds received from the federal government which are to be used for programs for low- and moderate-income persons and families and multifamily housing developments in the form of no-interest deferred loans and grants in support of foreclosure counseling and remediation efforts, assistance to tax credit developments and other housing-related program costs.

#### General Overview

Minnesota Housing financial statements are presented in two formats: agency-wide and by fund. Funds include Rental Housing, Residential Housing Finance, Homeownership Finance and Multifamily Housing (collectively the bond funds); State and Federal Appropriated (collectively the appropriated funds) and General Reserve. Agency-wide financial statements are provided to display a comprehensive view of all Minnesota Housing funds as required by accounting principles generally accepted in the United States of America applicable to governmental entities under accounting standards promulgated from time to time by the Governmental Accounting Standards Board. Agency-wide financial statements reflect totals of similar accounts for various funds. However, substantially all of the funds in these accounts are restricted as to use by Agency covenants or legislation as further described below.

Assets and revenues of the bond funds are restricted to uses specifically set forth in the respective bond resolutions and are pledged for the primary benefit of the respective bondholders and swap counterparties. General Reserve is created under the Minnesota Housing bond resolutions as part of the pledge of the general

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### General Overview (continued)

obligation of Minnesota Housing. Minnesota Housing covenants in the bond resolutions that it will use the assets in General Reserve only for administration and financing of programs in accordance with the policy and purpose of the Minnesota Housing enabling legislation, including reserves for the payment of bonds and notes and of loans made from the proceeds thereof, and accumulate and maintain therein such a balance of funds and investments as will be sufficient for the purpose.

Minnesota Housing has no taxing power and neither the State of Minnesota nor any political subdivision thereof is legally obligated to pay the principal of or interest on bonds or other obligations issued by Minnesota Housing. The state has pledged to and agreed with bondholders that it will not limit or alter the rights vested in Minnesota Housing to fulfill the terms of any agreements made with bondholders or in any way impair the rights and remedies of the bondholders.

Public funds directly appropriated to Minnesota Housing by the State of Minnesota or made available to Minnesota Housing from the federal government are restricted by law to specified uses set forth in the state appropriations or federal contracts. Assets and revenues of State Appropriated and Federal Appropriated funds are not pledged or available to secure bonds or other obligations of Minnesota Housing or its general obligation pledge in respect thereof.

In addition to its audited annual financial statements, Minnesota Housing has published unaudited quarterly disclosure reports for Residential Housing Finance and Homeownership Finance bond resolutions and unaudited semiannual disclosure reports for the Rental Housing bond resolution. Recent disclosure reports can be found in the "Investors" section on Minnesota Housing's web site at [www.mnhousing.gov](http://www.mnhousing.gov).

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# MINNESOTA HOUSING FINANCE AGENCY

## Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

### Condensed Financial Information

#### Selected Elements From Statement of Net Position (in \$000's)

		Agency-wide Total		
		Fiscal 2013	Fiscal 2012	Change
<b>Assets</b>	Cash and Investments	\$1,453,223	\$1,317,483	\$ 135,740
	Loans receivable, Net	1,638,515	1,845,098	(206,583)
	Interest Receivable	15,805	16,296	(491)
	Total Assets	3,146,184	3,220,824	(74,640)
<b>Liabilities</b>	Bonds Payable	2,136,183	2,170,089	(33,906)
	Interest Payable	37,112	42,987	(5,875)
	Accounts Payable & Other Liabilities	11,298	12,504	(1,206)
	Funds Held for Others	69,179	76,887	(7,708)
	Total Liabilities	2,288,064	2,347,578	(59,514)
<b>Net Position</b>	Restricted by Bond Resolution	302,262	331,630	(29,368)
	Restricted by Covenant	470,239	468,735	1,504
	Restricted by Law	110,118	110,578	(460)
	Total Net Position	885,549	912,880	(27,331)

#### Selected Elements From Statement of Revenues, Expenses, and Changes in Net Position (in \$000's)

		Agency-wide Total		
		Fiscal 2013	Fiscal 2012	Change
<b>Revenues</b>	Interest Earned	\$133,010	\$151,289	\$(18,279)
	Appropriations Received	244,768	243,882	886
	Fees and Reimbursements	14,629	13,712	917
	Total Revenues (1)	372,024	470,311	(98,287)
<b>Expenses</b>	Interest Expense	86,066	99,320	(13,254)
	Appropriations Disbursed	220,437	230,921	(10,484)
	Fees	5,525	5,855	(330)
	Payroll, Gen. & Admin.	32,017	26,621	5,396
	Loan Loss/Value Adjust's	36,217	38,535	(2,318)
	Total Expenses (1)	399,355	421,037	(21,682)
	Revenues over Expenses	(27,331)	49,274	(76,605)
	Beginning Net Position	912,880	863,606	49,274
	Ending Net Position	885,549	912,880	(27,331)

(1) Agency-wide totals include interfund amounts



Combined General Reserve and Bond Funds					Combined State and Federal Appropriations Funds		
Fiscal 2013			Fiscal 2012	Change	Fiscal 2013	Fiscal 2012	Change
Excluding Pool 3	Pool 3	Total					
\$1,335,488	\$38,529	\$1,374,017	\$1,235,120	\$138,897	\$ 79,206	\$ 82,363	\$(3,157)
1,573,932	30,802	1,604,734	1,811,128	(206,394)	33,781	33,970	(189)
15,466	119	15,585	16,063	(478)	220	233	(13)
2,962,064	69,902	3,031,966	3,103,645	(71,679)	114,218	117,179	(2,961)
2,136,183	-	2,136,183	2,170,089	(33,906)	-	-	-
37,112	-	37,112	42,987	(5,875)	-	-	-
8,316	28	8,344	9,833	(1,489)	2,954	2,670	284
68,863	-	68,863	73,562	(4,699)	316	3,325	(3,009)
2,302,993	(19,029)	2,283,964	2,340,977	(57,013)	4,100	6,601	(2,501)
302,262	-	302,262	331,630	(29,368)	-	-	-
381,308	88,931	470,239	468,735	1,504	-	-	-
-	-	-	-	-	110,118	110,578	(460)
686,500	88,931	775,431	802,302	(26,871)	110,118	110,578	(460)

Combined General Reserve and Bond Funds					Combined State and Federal Appropriations Funds		
Fiscal 2013			Fiscal 2012	Change	Fiscal 2013	Fiscal 2012	Change
Excluding Pool 3	Pool 3	Total					
\$130,437	\$ 1,457	\$131,894	\$150,007	\$(18,113)	\$ 1,116	\$ 1,282	\$ (166)
-	-	-	-	-	244,768	243,882	886
13,611	(931)	12,680	12,980	(300)	1,949	732	1,217
123,223	746	123,969	222,845	(98,876)	248,055	247,466	589
86,066	-	86,066	99,320	(13,254)	-	-	-
-	-	-	-	-	220,437	230,921	(10,484)
5,429	15	5,444	5,787	(343)	81	68	13
24,562	5,037	29,599	24,994	4,605	2,418	1,627	791
8,564	2,842	11,406	23,599	(12,193)	24,811	14,936	9,875
141,821	9,019	150,840	172,683	(21,843)	248,515	248,354	161
(18,598)	(8,273)	(26,871)	50,162	(77,033)	(460)	(888)	428
724,098	78,204	802,302	752,140	50,162	110,578	111,466	(888)
686,500	88,931	775,431	802,302	(26,871)	110,118	110,578	(460)

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### FINANCIAL HIGHLIGHTS

The following financial highlights section refers to the General Reserve and bond funds. The reader is encouraged to review the Fund Financial Statements included as supplementary information in this 2013 Financial Report.

#### General Reserve and Bond Funds — Statement of Net Position

Loans receivable, investments, cash and cash equivalents, deferred loss on interest rate swap agreements, real estate owned, and interest receivable comprise the majority of assets and deferred outflows of resources in the General Reserve and bond funds. Equipment, fixtures, furniture, capitalized software costs, and other assets continue to be insignificant in relation to the total General Reserve and bond fund assets.

Loans receivable, net is the largest single category of bond fund assets. Loans are limited to housing-related lending for low- and moderate-income individuals and families and multifamily housing developments. Loans receivable, net decreased 11% to \$1,604.7 million at June 30, 2013 as a result of repayments, prepayments, and loss reserves net of new loan purchases and originations. Amortizing homeownership loans at fixed interest rates, secured by first mortgages, continue to be the dominant loan product offered by Minnesota Housing. In the last half of 2009, the Agency changed its business model from purchasing homeownership loans to purchasing mortgage-backed securities (MBS) secured by homeownership loans. As a result, the homeownership loan portfolio, now in runoff, will continue to shrink as repayments and prepayments are no longer offset by new loans. Instead, the portion of investments represented by MBS may increase as they are purchased in place of loans. During fiscal 2013 the Agency also sold a small portion of those MBS directly into the TBA market after hedging the interest rate risk with forward sales contracts at the time of loan commitment. The reduction in loans receivable during fiscal year 2013 was attributable to the runoff of the homeownership loan portfolio. The reserve for loan loss for the homeownership loan portfolio decreased due to a decrease in the estimated loss per delinquent loan. Minnesota Housing also has amortizing home improvement and rental rehabilitation loans which are no-interest, low-interest, and market-rate loans generally secured with second or subordinate mortgages. The reserve for loan loss for the home improvement loan portfolio decreased due to runoff in the portfolio and a decrease in delinquency (as displayed in the following Home Improvement Loan Portfolio Delinquency table). Amortizing multifamily loans at fixed interest rates, secured by first mortgages (referred to as the multifamily portfolio) exhibited little change in delinquency rate and the aggregate loan receivable balance. Minnesota Housing's primary loan programs offer fixed interest rate financing and therefore differ from the high risk characteristics associated with some adjustable payment loan products.

#### Homeownership Loan Portfolio Delinquency

Actual Loan Count

	June 30, 2013		June 30, 2012	
Current and less than 60 days past due	11,585	91.0%	13,455	91.9%
60-89 days past due	249	2.0%	280	1.9%
90-119 days past due	98	0.8%	140	1.0%
120+ days past due and foreclosures <sup>(1)</sup>	797	6.2%	761	5.2%
Total count	<u>12,729</u>		<u>14,636</u>	
Total past due <sup>(1)</sup>	1,144	9.0%	1,181	8.1%

- (1) In addition to loans customarily included in foreclosure statistics, "foreclosures" include homeownership loans for which the sheriff's sale has been held and the redemption period (generally six months) has not yet elapsed. This causes the delinquency rates in the table not to be directly comparable to delinquency rates reported by the Mortgage Bankers Association of America.

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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**General Reserve  
and Bond Funds  
— Statement of  
Net Position  
(continued)**

**Home Improvement Loan Portfolio Delinquency**  
Actual Loan Count

	<b>June 30, 2013</b>		<b>June 30, 2012</b>	
Current and less than 60 days past due	6,831	97.7%	7,701	97.0%
60-89 days past due	80	1.1%	83	1.0%
90-119 days past due	25	0.4%	45	0.6%
120+ days past due	59	0.8%	113	1.4%
Total count	<u>6,995</u>		<u>7,942</u>	
Total past due	164	2.3%	241	3.0%

The 60+ day delinquency rate as of June 30, 2013 for the entire Minnesota Housing homeownership loan portfolio, excluding those loans not customarily included in foreclosure statistics, exceed by approximately four percentage points the delinquency rates of similar loan data available as of March 31, 2013 from the Mortgage Bankers Association of America for loans in Minnesota (as adjusted to reflect the proportions of insurance types in the Agency's loan portfolio).

Due to the unique program characteristics of the Minnesota home improvement loan portfolio, the Agency has determined that comparable delinquency data from other available sources is not directly comparable. The table above excludes inactive home improvement loans defined as delinquent loans for which the Agency has a valid lien but active collection efforts have been exhausted.

FHA/VA insurance claims, net consist of non-performing homeownership loans that are FHA insured or VA guaranteed. These loans are reclassified as claims receivable at the time the Agency files a claim. FHA/VA insurance claims, net decreased 7% to \$8.7 million at June 30, 2013 as a result of a decrease in the amount of loans with outstanding claims.

Real estate owned, net consists of properties acquired upon foreclosure of homeownership loans. Real estate owned decreased 40% to \$9.3 million at June 30, 2013 as a result of a decreased amount of foreclosure properties held within the homeownership portfolio on June 30, 2013.

While the delinquency rates and foreclosures in the Agency's loan portfolio remained above historical norms during fiscal year 2013, the combined net total of FHA/VA insurance claims and real estate owned remains immaterial compared to total loans receivable at June 30, 2013, being less than 1.15% of total net loans receivable. Management believes that reserves for loan losses are adequate based on the current assessment of asset quality.

There are no loans in General Reserve.

Investments, cash, and cash equivalents are the next largest categories of assets and are carefully managed to provide adequate resources for future debt service requirements and liquidity needs. The combined investments, cash, and cash equivalents increased 11% to \$1,374.0 million at June 30, 2013. The increase is principally a result of an increase in the balance of program mortgage-backed securities. Certain mortgage-backed securities are pledged as security for the payment of certain Agency bonds and are held in an acquisition account. Mortgage-backed securities with these two characteristics are classified on the statement of net position as "Investments- program mortgage-backed securities." All other mortgage-backed securities, including those held in anticipation of the Agency issuing mortgage revenue bonds or selling them into the TBA market (warehoused mortgage-backed securities), are classified as "Investment securities-other."

Interest receivable on loans and investments is a function of the timing of interest payments and the general level of interest rates. Combined loan and investment interest receivable decreased 3% to \$15.6 million at June 30, 2013. The decrease is mainly a result of a decrease in interest receivable on investments due to a reduction of the rate of return and the timing of interest receipts.

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### General Reserve and Bond Funds — Statement of Net Position (continued)

Bonds payable, net is the largest single category of liabilities, resulting primarily from debt issued to fund housing-related lending. Bonds payable decreased 2% to \$2,136.2 million at June 30, 2013 because scheduled redemptions and early bond redemptions of existing debt outpaced new bonding issuance.

The companion category of interest payable decreased 14% to \$37.1 million at June 30, 2013 due to the decrease in the amount of outstanding bonds and the change to monthly required debt service payments on pass-through bonds issued by the Agency during fiscal year 2013. Bonds issued previously required only semi-annual debt service payments.

While there is no debt issued in General Reserve, there is a significant liability for funds held for others. These funds are routinely collected and held in escrow on behalf of multifamily borrowers pursuant to loan documents and are used for future periodic payments of real property taxes, casualty insurance premiums, and certain capital expenditures. Funds held for others in General Reserve decreased 6% to \$68.9 million at June 30, 2013 as multifamily escrows decreased.

Accounts payable and other liabilities decreased to \$8.3 million at June 30, 2013. The two largest components of accounts payable continue to be: arbitrage rebate liability on tax-exempt bonds calculated pursuant to federal law and payable to the United States Treasury, which decreased \$1.1 million; and yield compliance liability, which decreased \$0.3 million. Minnesota Housing obtains from independent calculation specialists annual calculations of its arbitrage rebate liability. Other accounts payable items decreased a net \$0.1 million.

Interfund payable/receivable exists primarily as a result of interfund borrowing and pending administrative and program reimbursements between funds. Most administrative expenses are paid from General Reserve, with the bond funds and appropriated funds owing an administrative reimbursement to General Reserve for the respective fund's contribution to those administrative expenses.

The net position of General Reserve and bond funds is divided into two primary categories. Restricted by Bond Resolution is pledged to the payment of bonds, subject to bond resolution provisions that authorize Minnesota Housing to withdraw funds in excess of the amounts required to be maintained under the bond resolutions. Restricted by Covenant is subject to a covenant with bondholders that the Agency will use the money in General Reserve and money that would otherwise have been released to General Reserve only for the administration and financing of programs in accordance with the policy and purpose of Minnesota Housing's enabling legislation, including the creation of reserves for the payment of bonds and of loans made from the proceeds thereof, and will accumulate and maintain therein such a balance of funds and investments as will be sufficient for the purpose. The Board of the Agency has established investment guidelines for these funds to implement this covenant. Net position decreased 3% to \$775.4 million at June 30, 2013 due to the reduction in cumulative unrealized gain on investments during the fiscal year.

#### General Reserve and Bond Funds — Revenues Over Expenses

Revenues over expenses of General Reserve and bond funds decreased 154% from fiscal year 2012 when considering Pool 3 net expenses and the net effect of unrealized gains and losses that resulted from market valuation adjustments to certain investment assets. Ignoring the effects of unrealized gains and losses on investments, total revenues decreased 10%. Total expenses, excluding Pool 3, decreased 13% compared to the prior fiscal year. The largest revenue component, interest earned, decreased during fiscal year 2013. Loan interest revenue decreased 15% in fiscal year 2013 as repayments and prepayments decreased the size of the homeownership loan portfolio. That portfolio is in runoff because of the change to the mortgage-backed securities business model during fiscal 2010. Investment interest revenue decreased 3% in fiscal year 2013 partly because of a \$71.2 million reduction in the amount invested in guaranteed investment contracts. Available reinvestment rates for those funds and for funds from other maturing and called investment securities were substantially less than the rates of those of previous investments.

Administrative reimbursements to General Reserve from bond funds were \$18.3 million in fiscal year 2013 compared to \$19.0 million during the prior fiscal year. The decrease is a result of a decrease in the average balance of total assets of the bond funds upon which the administrative reimbursement is calculated, mainly within Housing Finance Bonds resolution. General Reserve also incurs overhead expenses to administer

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### General Reserve and Bond Funds — Revenues Over Expenses (continued)

state and federal appropriated housing programs. General Reserve received overhead reimbursements of \$1.5 million from the State and Federal Appropriated funds to recover certain overhead expenses incurred during fiscal year 2013 compared to \$2.6 million during the prior fiscal year. The decrease is mainly a result of a \$1.1 million decrease in overhead reimbursement from Federal Appropriated during fiscal year 2013. Investment earnings within the State Appropriated fund were insufficient to reimburse the Agency for the full amount of overhead expense incurred for the state programs.

Other fee income to General Reserve and bond funds of \$11.2 million increased by \$0.8 million compared to the prior fiscal year. The primary components are fees earned from service acquisition fees earned from the sale of mortgage servicing rights, the federal low income housing tax credit program, Section 8 contract administration, federal Housing Assistance Payments administration, and various loan programs. The increase is due mainly to a \$0.4 million increase in revenue recognition for service acquisition fees and a \$0.2 million increase in Section 8 contract administration fees.

Minnesota Housing recorded \$38.9 million of unrealized losses on investment securities during fiscal year 2013, compared to \$40.9 million of unrealized gains during the prior year, a decrease of \$79.8 million.

Interest expense of the bond funds decreased 13% to \$86.1 million compared to the prior year as a result of a smaller amount of long-term outstanding debt and a decrease in the interest rate on debt issued during fiscal year 2013.

Expenses for loan administration and trustee fees in the bond funds decreased by 6% to \$5.4 million compared to the prior fiscal year. Of the total administrative reimbursement revenue in General Reserve of \$19.8 million, an interfund charge to the bond funds and State Appropriated fund of \$19.1 million was eliminated for purposes of financial reporting in the Agency-wide financial statements.

Salaries and benefits in General Reserve of \$19.1 million increased 9% from the prior year. Other general operating expense in General Reserve and bond funds increased 40% to \$10.5 million compared to the prior fiscal year. The majority of the increase is for long-term homeless rent subsidies and a grant made through the Economic Development and Housing Challenge program. Reductions in carrying value of certain low interest rate deferred loans in the bond funds decreased 55% to \$2.1 million. The decrease related to decreased disbursements of deferred subordinated multifamily loans.

Provision for loan loss expense in the bond funds decreased \$9.6 million or 51% to \$9.3 million. The provision for loan loss expense for the homeownership loan portfolio decreased \$16.7 million because the average loss per delinquent loan and per foreclosed loan decreased. The provision for loan loss expense for the home improvement loan portfolio decreased \$2.0 million as a result of decreased loan delinquencies during the year, a portion of which became inactive loans. The provision for loan loss expense for the homeownership down payment assistance loan portfolio decreased \$0.3 million. The provision for loan loss expense for the multifamily loan portfolio increased \$9.4 million when compared to the prior fiscal year. The comparative increase is mainly due to the implementation of a new loan loss reserve methodology during the prior fiscal year which resulted in a negative expense of \$9.8 million for that year.

Non-operating transfers occur as a result of bond sale contributions related to new debt issues, the periodic transfer of assets to maintain the Housing Endowment Fund (Pool 1) requirement, periodic fiscal year end transfers to the Housing Affordability Fund (Pool 3), if any, and periodic transfers from the bond funds of amounts in excess of bond resolution requirements. During fiscal year 2013, \$5.9 million of Pool 1 funds in excess of requirements were transferred to Pool 2. Revenues over expenses in General Reserve that are in excess of the Pool 1 requirement are transferred periodically to Pool 2 for use in housing programs. Pool 2 also recorded a \$19.0 million contribution to Pool 3 to be used for highly subsidized housing programs. Revenues over expenses plus non-operating transfers in Pool 2 may be transferred periodically, with approval of the Board, to Pool 3 for use in more highly subsidized housing programs. Board investment guidelines establish required balances for Pool 1 and Pool 2. In addition, Pool 2 made \$12.6 million in bond sale contributions to the Homeownership Finance bond fund.

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### General Reserve and Bond Funds — Revenues Over Expenses (continued)

Combined revenues over expenses, including unrealized gains and losses for General Reserve and the bond funds, decreased \$77.0 million to \$(26.9) million when compared to the prior fiscal year. After removing the effects of unrealized gains and losses and Pool 3 revenues and expenses, the combined revenues over expenses increased 11% to \$19.4 million.

Total combined net position of General Reserve and bond funds decreased 3% to \$775.4 million as of June 30, 2013. The decrease is a result of unrealized losses on investments, without which the combined net position would have increased 2%. Excluding unrealized loss on investments, the net position of each individual bond fund would have increased, except for Residential Housing Finance which made significant bond sale contributions to the Homeownership Finance bond fund. After the \$5.9 million transfer of Pool 1 excesses to Pool 2, the net position of General Reserve decreased \$1.1 million as a result of a \$2.1 million decrease in the Pool 1 requirement (which resides in General Reserve) caused by a decrease in the balance of outstanding loans on which its requirement is based, netted against a \$1.0 million increase in the balance of Invested in Capital Assets.

#### State and Federal Appropriated Funds — Statement of Net Assets

Assets of the appropriated funds are derived from the appropriation of funds by the State of Minnesota and funds made available to Minnesota Housing by the federal government for housing purposes. Housing preservation and development ordinarily requires appropriations received in the current period to be expended over several future years of planned development. This timing difference is the primary reason for the presence of investments, cash, and cash equivalent assets in the appropriated funds and for the balance of net position restricted by law.

Investments, cash, and cash equivalents are the largest categories of assets in the appropriated funds. The June 30, 2013 combined balance decreased 4% to \$79.2 million as a result of combined disbursements for programs, loans and expenses exceeding the combined appropriations received and revenues during the fiscal year.

Certain state appropriations are expended as housing loans with near- or below-market interest rates, resulting in net loans receivable. At June 30, 2013 State Appropriated fund net loans receivable decreased 1% to \$33.8 million, reflecting lower net loan program activity.

Interest receivable in appropriated funds is a function of the timing of interest payments and the general level of interest rates on investments. Interest receivable on appropriated funds at June 30, 2013 decreased 6% to \$0.2 million.

Accounts payable and other liabilities represent amounts payable for HUD's share of savings from certain debt refinancing activities and accrued expenses for federal and state housing programs. The balance payable at June 30, 2013 was \$3.0 million compared to \$2.7 million at June 30, 2012. The increase in accounts payable and other liabilities is largely attributable to a \$0.2 million increase in State Appropriated housing trust fund and ARIF Preservation programs' accrued year-end expenses.

Interfund payable occurs in the Federal Appropriated fund as a result of overhead expense and indirect cost recoveries owed to General Reserve. Interfund payable occurs in the State Appropriated fund because of accrued overhead expense payable to General Reserve. At June 30, 2013 the combined net interfund payable was \$0.8 million.

At June 30, 2013 the balance of funds held for others was \$0.3 million. That amount is comprised mainly of excess federal housing assistance payments received for administration of the Section 8 program and the interest income earned on those unexpended funds. The prior year balance of funds held for others is much larger because it held the undisbursed proceeds of nonprofit housing bonds in the amount of \$3.0 million.

The entire net position of the appropriated funds is restricted by law for use with housing programs only and are not pledged or available to secure the bonds or other obligations of Minnesota Housing or its general obligation pledge in respect thereof. The combined net position of the appropriated funds decreased to \$110.1 million as of June 30, 2013, reflecting that combined revenues were less than disbursements and expenses during fiscal year 2013.



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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### State and Federal Appropriated Funds — Revenues Over Expenses

State and Federal Appropriated funds are recorded as revenue in the period in which such appropriations are earned. Funds are spent for eligible program activities as defined by Minnesota Housing, the State of Minnesota or agencies of the federal government. Unexpended appropriations are invested and the interest income on the investments is recorded as it is earned, except for interest earned on certain unexpended federal appropriations, which is recorded as funds held for others. Similarly, interest income on certain State Appropriated fund loan receivables is recorded as it is earned.

The largest revenue category is appropriations received, and is a function of the fiscal, legislative, and political environment of the State of Minnesota and the federal government. The combined appropriations received increased from \$243.9 million in fiscal year 2012 to \$244.8 million in fiscal year 2013. Federal appropriations received decreased by \$11.1 million, mostly due to a combined \$10.6 million decrease in funding for the Section 1602/ Exchange Program, the Housing Assistance Payments program, the National Foreclosure Mitigation Counseling program and the HOME program. State appropriations received increased by \$12.0 million mainly due to \$12.3 million of non-recurring net appropriations received for flood relief programs. Interest income from investments decreased as investment yields in general were below previous levels and the average balance of investment assets was less than the prior fiscal year. The combined interest income from investments decreased 21% to \$0.9 million for fiscal year 2013.

Loan interest income from State Appropriations loan assets continues to be minimal at \$0.2 million as relatively few loans bear interest.

Fees earned and other income in the amount of \$2.7 million were recorded in the State Appropriated fund during fiscal year 2013. This consisted mainly of private donations and interagency transfers of funds to support certain state housing programs.

Unrealized gains or losses on investments are recorded to reflect current market valuations of investments, and may be reversed over time as investments are held. Combined unrealized losses of \$0.5 million were recorded at June 30, 2013 compared to \$0.8 million unrealized gains at June 30, 2012.

Administrative reimbursements to General Reserve of overhead expenses to administer State Appropriated fund programs decreased 4% to \$0.8 million compared to the prior fiscal year. The Agency incurs the overhead expense in General Reserve. General Reserve is reimbursed for these overhead expenses by the State Appropriated fund to the extent of investment earnings on unexpended state appropriations. During fiscal year 2013 investment earnings in the State Appropriated fund were insufficient to reimburse all of the overhead expenses incurred in General Reserve for State Appropriated programs during this fiscal year. Combined appropriations disbursed decreased 5% to \$220.4 million compared to the prior fiscal year, reflecting State Appropriations disbursed of \$27.7 million and federal appropriations disbursed of \$192.7 million.

Increased expenditures of State Appropriated funds for fully-reserved below-market and zero-percent interest rate loans resulted in higher expense from reductions in carrying value of certain loans. Net reductions of carrying value increased 74% to \$23.6 million compared to the prior fiscal year.

Other general operating expenses in the State Appropriation fund represent fees for professional and technical support to implement and administer certain housing programs. Other general operating expenses in the State Appropriation fund increased 50% to \$2.4 million at June 30, 2013.

Combined revenues were less than combined expenditures of the appropriated funds by \$0.5 million at June 30, 2013. Ultimately, the entire State and Federal Appropriated funds' net position will be expended for housing programs.

#### Significant Long-Term Debt Activities

Minnesota Housing issues a significant amount of bonds, having outstanding at June 30, 2013 long-term bonds totaling \$2,121.1 million. Bond proceeds and related revenues are held by trustees, who are responsible for administration of bond resolution requirements including payment of debt service. The bond resolutions may require funding debt service reserve accounts and insurance reserve accounts. At June 30, 2013, amounts

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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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#### Significant Long-Term Debt Activities (continued)

held by the respective trustees in principal, interest, redemption, and reserve accounts represented full funding of those requirements as of that date.

Minnesota Housing continually investigates and utilizes financing and debt management techniques designed to achieve its goals of reducing interest expense and efficiently utilizing bonding authority while managing risk and responding to changing capital markets. During 2013 fiscal year, Minnesota Housing issued five series of bonds aggregating \$370.3 million (excluding reissuance of variable rate debt following a mandatory tender required by the substitution of alternative liquidity facilities), compared to the issuance of eleven series totaling \$309.4 million the previous fiscal year. Long-term bonds are issued as capital is needed for program purposes and as opportunities arise to economically refund outstanding bonds. Short-term bonds and notes and other indebtedness may be issued to preserve tax-exempt bonding authority for future program use and to warehouse purchases of mortgage-backed securities in advance of permanent financing. During fiscal 2013 the Agency chose to convert \$135.1 million of bonding authority to Mortgage Credit Certificate authority in another effort to support first-time homebuyers.

A total of \$413.6 million in principal payments and \$86.1 million of interest expense occurred during fiscal year 2013. Of the total principal payments, \$356.5 million were payments made on bonds prior to the scheduled maturity date using a combination of optional and special redemption provisions.

Most of the bonds issued by Minnesota Housing bear interest that is not includable in gross income for federal and State of Minnesota income taxation, in accordance with requirements of the federal Internal Revenue Code and Treasury regulations governing either qualified mortgage bonds or bonds issued to provide qualified residential rental projects. Minnesota Housing's ability to issue tax-exempt debt is limited by its share of the state's allocation of private activity volume cap, which is established by Minnesota statutes. Minnesota Housing's ability to issue tax-exempt debt is also limited by a provision in the Internal Revenue Code (commonly known as the 10 year rule) that prohibits refunding of mortgage repayments and prepayments received more than ten years after the date of issuance of the bonds that financed such mortgage loans.

While most of the Agency's bonds are tax-exempt, taxable bonds have been issued to supplement limited tax-exempt authority in order to meet demand for mortgage loans. Taxable bonds may also be issued to refund existing debt or to finance lending programs where federal tax-exempt bond restrictions are inconsistent with program goals. Variable-rate bonds and interest-rate swaps were incorporated into Minnesota Housing's financings from fiscal year 2003 through fiscal year 2010, enabling the Agency to provide below-market mortgage financing at synthetically fixed interest rates. Interest-rate swaps help to hedge the mismatch between fixed-rate loans and variable-rate bonds. (See Interest Rate Swaps under the notes to the financial statements for further discussion of interest-rate swaps and their risks.)

The Agency also had outstanding at June 30, 2013 certain conduit bonds and appropriation-backed bonds which are not payable from any funds of the Agency and which are discussed in the notes to the financial statements. Board policy governs the process Minnesota Housing follows to issue and manage debt. State statute limits total outstanding bonds and notes of Minnesota Housing to \$5.0 billion.

At June 30, 2013 Minnesota Housing's issuer ratings were "AA+" and "Aa1" from Standard and Poor's Ratings Services and Moody's Investors Service, Inc., respectively. Minnesota Housing's credit ratings are separate from, and are not directly dependent on, ratings on debt issued by the State of Minnesota. Ongoing reporting to and communications with the bond rating agencies are priorities for the Agency.

#### *Legislative Actions*

Traditionally, the main focus of odd-numbered year state legislative sessions is authorization of the state's biennial budget. The 2013 Minnesota Legislature appropriated \$101,496,000 for Minnesota Housing for state fiscal years 2014 and 2015. For reference, the FY 2012 - 2013 biennial budget for the agency was \$76,096,000. The FY 2014-15 biennial budget represents a 28 percent base increase in state appropriations for the agency. This is the first base increase the agency has received since the 2007 Legislative Session.

#### Significant Factors that May Affect Financial Conditions and/or Operations



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## MINNESOTA HOUSING FINANCE AGENCY

### Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

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**Significant  
Factors that May  
Affect Financial  
Conditions and/or  
Operations  
(continued)**

Many of the agency's state appropriated programs received an increase in funding, including: the Economic Development and Housing Challenge Program, the Housing Trust Fund, Bridges, the Family Homeless Prevention and Assistance Program, the Homeownership Assistance Fund, the Rehabilitation Loan Program, the Homeownership Education, Counseling and Training program and the Capacity Building program. In addition, the Legislature appropriated funding for three of the Governor's initiatives:

- \$10 million to the Economic Development and Housing Challenge Program for the Housing and Job Growth Initiative, which will provide financing for affordable housing in parts of the state where employers are poised to expand but there is not enough housing to meet the needs of the local workforce;
- \$2 million to the Housing Trust Fund to provide rental assistance to highly mobile families with school-aged children in order to improve school performance;
- \$500,000 to the Housing Trust Fund to provide rental assistance for ex-offenders transitioning out of correctional institutions in an effort to reduce recidivism.

The Legislature also passed a tax bill that included a technical fix for issuers of tax exempt bonds, including Minnesota Housing. Previously, Minnesota law imposed a shorter time period for issuing tax-exempt private activity bonds than was permitted under federal law - one year after the year of initial allocation under state law as compared to three years under federal law. With the fix included in the 2013 tax bill, the state law is now conforming to federal law, which allows tax exempt bond issuers to carry forward the authority for three years rather than one.

**Additional  
Information**

Questions and inquiries may be directed to Mr. Bill Kapphahn at Minnesota Housing Finance Agency, 400 Sibley Street, Suite 300, St. Paul, MN 55101 (651-296-7608 or 800-657-3769 or if T.T.Y. 651-297-2361)

# MINNESOTA HOUSING FINANCE AGENCY

## Agency-wide Financial Statements

### Statement of Net Position (in thousands)

As of June 30, 2013 (with comparative totals as of June 30, 2012)

		Agency-wide Total as of June 30, 2013	Agency-wide Total as of June 30, 2012
<b>Assets</b>	Cash and cash equivalents	\$ 379,670	\$ 432,682
	Investments- program mortgage-backed securities	814,692	667,282
	Investment securities- other	258,861	217,519
	Loans receivable, net	1,638,515	1,845,098
	Interest receivable on loans and program mortgage-backed securities	14,870	14,816
	Interest receivable on investments	935	1,480
	FHA/VA insurance claims, net	8,675	9,321
	Real estate owned, net	9,282	15,566
	Unamortized bond issuance costs	14,110	13,354
	Capital assets, net	2,930	1,937
	Other assets	3,644	1,769
	Total assets	3,146,184	3,220,824
<b>Deferred Outflows of Resources</b>	Deferred loss on interest rate swap agreements	27,429	39,634
	Total assets and deferred outflows of resources	\$3,173,613	\$3,260,458
<b>Liabilities</b>	Bonds payable, net	\$2,136,183	\$2,170,089
	Interest payable	37,112	42,987
	Interest rate swap agreements	27,429	39,634
	Deferred revenue-service release fees	6,863	5,477
	Accounts payable and other liabilities	11,298	12,504
	Funds held for others	69,179	76,887
	Total liabilities	2,288,064	2,347,578
	Total liabilities and deferred inflows of resources	2,288,064	2,347,578
	Commitments and contingencies		
<b>Net Position</b>	Restricted by bond resolution	302,262	331,630
	Restricted by covenant	470,239	468,735
	Restricted by law	110,118	110,578
	Invested in capital assets	2,930	1,937
	Total net position	885,549	912,880
	Total liabilities, deferred inflows of resources, and net position	\$3,173,613	\$3,260,458

See accompanying notes to financial statements

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**MINNESOTA HOUSING FINANCE AGENCY****Agency-wide Financial Statements****Statement of Activities (in thousands)****Year ended June 30, 2013 (with comparative total for year ended June 30, 2012)**

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		<b>Agency-wide Total for Year Ended June 30, 2013</b>	<b>Agency-wide Total for Year Ended June 30, 2012</b>
<b>Revenue</b>	Interest earned on loans	\$ 98,416	\$115,394
	Interest earned on investments-program mortgage-backed securities	26,786	20,827
	Interest earned on investments-other	7,808	15,068
	Appropriations received	244,768	243,882
	Administrative reimbursement	727	1,837
	Fees earned and other income	13,902	11,875
	Unrealized gains on investments	(39,476)	41,643
	Total revenues	<u>352,931</u>	<u>450,526</u>
<b>Expenses</b>	Interest	86,066	99,320
	Loan administration and trustee fees	5,525	5,855
	Salaries and benefits	19,135	17,541
	Other general operating	12,882	9,080
	Appropriations disbursed	220,437	230,921
	Reduction in carrying value of certain low interest rate deferred loans	25,633	18,138
	Provision for loan losses	10,584	20,397
	Total expenses	<u>380,262</u>	<u>401,252</u>
	Change in net position	(27,331)	49,274
<b>Net Position</b>	Total net position, beginning of year	<u>912,880</u>	<u>863,606</u>
	Total net position, end of year	<u>\$885,549</u>	<u>\$912,880</u>

See accompanying notes to financial statements

# MINNESOTA HOUSING FINANCE AGENCY

## Fund Financial Statements

### Statement of Net Position (in thousands)

#### Proprietary Funds

As of June 30, 2013 (with comparative totals as of June 30, 2012)

		<b>Bond Funds</b>	
		<b>General Reserve</b>	<b>Rental Housing</b>
<b>Assets</b>	Cash and cash equivalents	\$54,314	\$ 14,865
	Investments-program mortgage-backed securities	-	-
	Investment securities-other	34,547	8,112
	Loans receivable, net	-	160,482
	Interest receivable on loans and program mortgage-backed securities	-	792
	Interest receivable on investments	101	27
	FHA/VA insurance claims, net	-	-
	Real estate owned, net	-	-
	Unamortized bond issuance costs	-	1,091
	Capital assets, net	2,930	-
	Other assets	1,041	10
	Total assets	92,933	185,379
<b>Deferred Outflows of Resources</b>	Deferred loss on interest rate swap agreements	-	-
	Total assets and deferred outflows of resources	\$92,933	\$185,379
<b>Liabilities</b>	Bonds payable, net	\$ -	\$ 70,831
	Interest payable	-	1,293
	Interest rate swap agreements	-	-
	Deferred revenue-service release fees	-	-
	Accounts payable and other liabilities	4,152	2,872
	Interfund payable (receivable)	940	-
	Funds held for others	68,863	-
	Total liabilities	73,955	74,996
	Total liabilities and deferred inflows of resources	73,955	74,996
	Commitments and contingencies		
<b>Net Position</b>	Restricted by bond resolution	-	110,383
	Restricted by covenant	16,048	-
	Restricted by law	-	-
	Invested in capital assets	2,930	-
	Total net position	18,978	110,383
	Total liabilities, deferred inflows of resources, and net position	\$92,933	\$185,379

See accompanying notes to financial statements

Bond Funds			Appropriated Funds			
Residential Housing Finance	Homeownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated	Total as of June 30, 2013	Total as of June 30, 2012
\$ 244,313	\$ 30,248	\$ 801	\$ 33,689	\$1,440	\$ 379,670	\$ 432,682
123,909	690,783	-	-	-	814,692	667,282
169,697	2,000	428	37,146	6,931	258,861	217,519
1,429,836	-	14,416	33,781	-	1,638,515	1,845,098
11,857	2,153	54	14	-	14,870	14,816
599	1	1	199	7	935	1,480
8,675	-	-	-	-	8,675	9,321
9,282	-	-	-	-	9,282	15,566
7,830	5,032	157	-	-	14,110	13,354
-	-	-	-	-	2,930	1,937
1,562	20	-	-	1,011	3,644	1,769
2,007,560	730,237	15,857	104,829	9,389	3,146,184	3,220,824
27,429	-	-	-	-	27,429	39,634
\$2,034,989	\$730,237	\$15,857	\$104,829	\$9,389	\$3,173,613	\$3,260,458
\$1,365,941	\$684,521	\$14,890	\$ -	\$ -	\$2,136,183	\$2,170,089
28,443	7,339	37	-	-	37,112	42,987
27,429	-	-	-	-	27,429	39,634
6,863	-	-	-	-	6,863	5,477
1,242	78	-	2,508	446	11,298	12,504
(1,770)	-	-	221	609	-	-
-	-	-	15	301	69,179	76,887
1,428,148	691,938	14,927	2,744	1,356	2,288,064	2,347,578
1,428,148	691,938	14,927	2,744	1,356	2,288,064	2,347,578
152,650	38,299	930	-	-	302,262	331,630
454,191	-	-	-	-	470,239	468,735
-	-	-	102,085	8,033	110,118	110,578
-	-	-	-	-	2,930	1,937
606,841	38,299	930	102,085	8,033	885,549	912,880
\$2,034,989	\$730,237	\$15,857	\$104,829	\$9,389	\$3,173,613	\$3,260,458

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**MINNESOTA HOUSING FINANCE AGENCY****Fund Financial Statements****Statement of Revenues, Expenses and Changes in Net Position (in thousands)****Proprietary Funds****Year ended June 30, 2013 (with comparative totals for year ended June 30, 2012)**

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		<u><b>Bond Funds</b></u>	
		<u><b>General Reserve</b></u>	<u><b>Rental Housing</b></u>
<b>Revenues</b>	Interest earned on loans	\$ -	\$ 10,045
	Interest earned on investments-program mortgage-backed securities	-	-
	Interest earned on investments-other	118	514
	Appropriations received	-	-
	Administrative reimbursement	19,820	-
	Fees earned and other income	9,386	391
	Unrealized gains (losses) on investments	-	(515)
	Total revenues	<u>29,324</u>	<u>10,435</u>
<b>Expenses</b>	Interest	-	4,040
	Loan administration and trustee fees	-	105
	Administrative reimbursement	-	1,259
	Salaries and benefits	19,135	-
	Other general operating	5,427	-
	Appropriations disbursed	-	-
	Reduction in carrying value of certain low interest rate deferred loans	-	(23)
	Provision for loan losses	-	(340)
	Total expenses	<u>24,562</u>	<u>5,041</u>
	Revenues over (under) expenses	4,762	5,394
<b>Other Changes</b>	Non-operating transfer of assets between funds	<u>(5,897)</u>	<u>-</u>
	Change in net position	(1,135)	5,394
<b>Net Position</b>	Total net assets, beginning of year	<u>20,113</u>	<u>104,989</u>
	Total net position, end of year	<u>\$18,978</u>	<u>\$110,383</u>

See accompanying notes to financial statements

Bond Funds			Appropriated Funds		Total for the Year Ended June 30, 2013	Total for the Year Ended June 30, 2012
Residential Housing Finance	Homeownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated		
\$ 87,473	\$ -	\$661	\$ 237	\$ -	\$ 98,416	\$115,394
3,154	23,632	-	-	-	26,786	20,827
6,294	2	1	773	106	7,808	15,068
-	-	-	52,789	191,979	244,768	243,882
-	-	-	-	-	19,820	21,622
1,408	-	-	2,717	-	13,902	11,875
(6,087)	(32,306)	(22)	(423)	(123)	(39,476)	41,643
92,242	(8,672)	640	56,093	191,962	372,024	470,311
61,800	19,772	454	-	-	86,066	99,320
5,062	273	4	81	-	5,525	5,855
13,251	3,718	97	768	-	19,093	19,785
-	-	-	-	-	19,135	17,541
5,037	-	-	2,418	-	12,882	9,080
-	-	-	27,709	192,728	220,437	230,921
2,106	-	-	23,550	-	25,633	18,138
9,664	-	(1)	1,261	-	10,584	20,397
96,920	23,763	554	55,787	192,728	399,355	421,037
(4,678)	(32,435)	86	306	(766)	(27,331)	49,274
(6,686)	12,583	-	-	-	-	-
(11,364)	(19,852)	86	306	(766)	(27,331)	49,274
618,205	58,151	844	101,779	8,799	912,880	863,606
\$606,841	\$ 38,299	\$930	\$102,085	\$ 8,033	\$885,549	\$912,880

# MINNESOTA HOUSING FINANCE AGENCY

## Fund Financial Statements

### Statement of Cash Flows (in thousands)

#### Proprietary Funds

Year ended June 30, 2013 (with comparative totals for year ended June 30, 2012)

		<u>Bond Funds</u>	
		<u>General Reserve</u>	<u>Rental Housing</u>
<b>Cash flows from operating activities</b>	Principal repayments on loans and mortgage-backed securities	\$ -	\$22,475
	Investment in loans/loan modifications and program mortgage-backed securities	-	(5,816)
	Interest received on loans and program mortgage-backed securities	-	9,699
	Other operating	-	-
	Fees and other income received	9,550	391
	Salaries, benefits and vendor payments	(23,387)	(136)
	Appropriations received	-	-
	Appropriations disbursed	-	-
	Administrative reimbursement from funds	19,650	(1,259)
	Deposits into funds held for others	28,973	-
	Disbursements made from funds held for others	(33,898)	-
	Interfund transfers and other assets	(2,586)	1,172
Net cash provided (used) by operating activities		<u>(1,698)</u>	<u>26,526</u>
<b>Cash flows from noncapital financing activities</b>	Proceeds from sale of bonds and notes	-	-
	Principal repayment on bonds and notes	-	(34,105)
	Interest paid on bonds and notes	-	(4,040)
	Financing costs paid related to bonds issued	-	(23)
	Agency contribution to program funds	-	-
	Transfer of cash between funds	(5,603)	-
Net cash provided (used) by noncapital financing activities		<u>(5,603)</u>	<u>(38,168)</u>
<b>Cash flows from investing activities</b>	Investment in real estate owned	-	-
	Interest received on investments	544	842
	Proceeds from sale of mortgage insurance claims/real estate owned	-	-
	Proceeds from maturity, sale or transfer of investment securities	-	16,087
	Purchase of investment securities	(29,473)	(10,481)
	Purchase of loans between funds	-	(8,848)
	Net cash provided (used) by investing activities	<u>(28,929)</u>	<u>(2,400)</u>
Net increase (decrease) in cash and cash equivalents		(36,230)	(14,042)
<b>Cash and cash equivalents</b>	Beginning of year	90,544	28,907
	End of year	<u>\$54,314</u>	<u>\$14,865</u>

See accompanying notes to financial statements



Bond Funds			Appropriated Funds		Total for the Year Ended June 30, 2013	Total for the Year Ended June 30, 2012
Residential Housing Finance	Homeownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated		
\$201,493	\$ 57,169	\$ 137	\$ 4,883	\$ -	\$ 286,157	\$ 237,870
(106,251)	(202,070)	-	(27,370)	-	(341,507)	(385,405)
86,255	24,133	653	236	-	120,976	127,049
(5,010)	35	-	(2,411)	-	(7,386)	(3,772)
8,272	-	-	2,717	-	20,930	17,472
(11,877)	(284)	(79)	(81)	-	(35,844)	(32,300)
-	-	-	52,789	191,581	244,370	244,898
-	-	-	(27,141)	(192,586)	(219,727)	(230,673)
(13,251)	(3,718)	(97)	(793)	-	532	1,778
-	-	-	(72)	-	28,901	31,424
-	-	-	(2,939)	-	(36,837)	(51,681)
(1,819)	(10)	-	(1)	-	(3,244)	(678)
157,812	(124,745)	614	(183)	(1,005)	57,321	(44,018)
469,583	285,148	-	-	-	754,731	339,630
(606,125)	(146,726)	(110)	-	-	(787,066)	(722,970)
(63,294)	(21,493)	(451)	-	-	(89,278)	(100,690)
(2,071)	(2,383)	-	-	-	(4,477)	(3,099)
(5,955)	5,955	-	-	-	-	-
5,603	-	-	-	-	-	-
(202,259)	120,501	(561)	-	-	(126,090)	(487,129)
(5,368)	-	-	-	-	(5,368)	(7,252)
6,190	2	-	721	155	8,454	10,760
60,668	-	-	-	-	60,668	83,236
423,595	135	-	7,219	10,516	457,552	947,186
(421,647)	(2,000)	(450)	(31,149)	(10,350)	(505,550)	(597,706)
11,167	-	-	(2,318)	-	1	-
74,605	(1,863)	(450)	(25,527)	321	15,757	436,224
30,158	(6,107)	(397)	(25,710)	(684)	(53,012)	(94,923)
214,155	36,355	1,198	59,399	2,124	432,682	527,605
\$244,313	\$ 30,248	\$ 801	\$ 33,689	\$ 1,440	\$ 379,670	\$ 432,682

(Continued)

# MINNESOTA HOUSING FINANCE AGENCY

## Fund Financial Statements

### Statement of Cash Flows (in thousands)

#### Proprietary Funds (continued)

Year ended June 30, 2013 (with comparative totals for year ended June 30, 2012)

		<u>Bond Funds</u>	
Reconciliation of revenue over (under) expenses to net cash provided (used) by operating activities		<u>General Reserve</u>	<u>Rental Housing</u>
		\$ 4,762	\$ 5,394
	Revenues over (under) expenses		
	Adjustments to reconcile revenues over (under) expenses to net cash provided (used) by operating activities:		
	Amortization of premiums (discounts) and fees on loans and program mortgage-backed securities	-	(107)
	Depreciation	1,511	-
	Realized losses (gains) on sale of securities, net	-	(52)
	Unrealized losses (gains) on securities, net	-	515
	Provision for loan losses	-	(340)
	Reduction in carrying value of certain low interest rate and/or deferred loans	-	(23)
	Capitalized interest on loans and real estate owned	-	-
	Interest earned on investments	(118)	(502)
	Interest expense on bonds and notes	-	4,040
	Changes in assets and liabilities:		
	Decrease (increase) in loans receivable and program mortgage-backed securities, excluding loans transferred between funds	-	16,659
	Decrease (increase) in interest receivable on loans	-	86
	Increase (decrease ) in arbitrage rebate liability	-	(285)
	Increase (decrease) in accounts payable	-	(35)
	Increase (decrease) in interfund payable, affecting operating activities only	(47)	1,182
	Increase (decrease) in funds held for others	(4,925)	-
	Other	(2,881)	(6)
	Total	<u>(6,460)</u>	<u>21,132</u>
	Net cash provided (used) by operating activities	<u>\$ (1,698)</u>	<u>\$ 26,526</u>

See accompanying notes to financial statements

Bond Funds			Appropriated Funds		Total for the Year Ended June 30, 2013	Total for the Year Ended June 30, 2012
Residential Housing Finance	Homeownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated		
\$ (4,678)	\$ (32,435)	\$ 86	\$ 306	\$ (766)	\$ (27,331)	\$ 49,274
367	771	(9)	-	-	1,022	526
-	-	-	-	-	1,511	1,286
(767)	-	-	-	(16)	(835)	(4,109)
6,087	32,306	22	423	123	39,476	(41,643)
9,664	-	(1)	1,261	-	10,584	20,397
2,106	-	-	23,550	-	25,633	18,138
(4,737)	-	-	-	-	(4,737)	(6,475)
(5,631)	(2)	(1)	(773)	(90)	(7,117)	(10,999)
61,800	19,772	454	-	-	86,066	99,320
95,242	(144,901)	137	(22,487)	-	(55,350)	(147,535)
130	(270)	1	(1)	-	(54)	(674)
(28)	-	-	-	-	(313)	(2,509)
74	29	(75)	521	(54)	460	1,238
(1,353)	(10)	-	28	196	(4)	(161)
-	-	-	(3,011)	-	(7,936)	(20,257)
(464)	(5)	-	-	(398)	(3,754)	165
162,490	(92,310)	528	(489)	(239)	84,652	(93,292)
<u>\$157,812</u>	<u>\$(124,745)</u>	<u>\$614</u>	<u>\$ (183)</u>	<u>\$(1,005)</u>	<u>\$ 57,321</u>	<u>\$ (44,018)</u>

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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

Year ended June 30, 2013

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### Nature of Business and Fund Structure

The Minnesota Housing Finance Agency (the Agency or Minnesota Housing) was created in 1971 by the Minnesota legislature through the enactment of Minnesota Statutes, Chapter 462A, which has been amended from time to time. The Agency was established to facilitate the construction and rehabilitation of housing in Minnesota for families of low- and moderate-income by providing mortgage loans, development loans, and technical assistance to qualified housing sponsors. The Agency, as a special purpose agency engaged in business-type activities, is a component unit of the State of Minnesota, and is reflected as a proprietary fund in the state's comprehensive annual financial report. The Agency receives appropriations from the state legislature, substantially all of which are used to make loans or grants under specified programs. The Agency also receives funds from the federal government or other entities for similar program purposes.

The Agency is authorized to issue bonds and notes to fulfill its corporate purposes up to a total outstanding amount of \$5.0 billion and to incur other indebtedness. None of the bonds, notes or other indebtedness is a debt of the State of Minnesota or any political subdivision thereof.

The following describes the funds maintained by the Agency, which are included in this report, all of which conform to the authorizing legislation and bond resolutions:

#### *General Reserve*

General Reserve was established in fulfillment of the pledge by the Agency of its full faith and credit to the payment of its general obligation bonds in its bond resolutions. Administrative costs of the Agency and multifamily development escrow receipts and related disbursements are recorded in this account. The net position of General Reserve is available to support the following funds which are further described below: Rental Housing, Residential Housing Finance, Homeownership Finance and Multifamily Housing.

#### *Rental Housing*

Activities relating to bond-financed multifamily housing programs are maintained under the Rental Housing bond resolution. Loans are generally secured by first mortgages on real property. The Rental Housing bond resolution prescribes the application of bond proceeds, debt service requirements of the bond indebtedness, permitted investments, and eligible loans to be financed from the bond proceeds.

#### *Residential Housing Finance*

Included within Residential Housing Finance are the bond funds, which include bonds issued and outstanding under the Residential Housing Finance bond resolution, the Alternative Loan Fund which consists of the Housing Investment Fund (Pool 2) and the Housing Affordability Fund (Pool 3). All of these funds are restricted by a covenant with bondholders as to their use.

The bond resolution within Residential Housing Finance was the principal source of financing for bond-financed homeownership programs from fiscal year 2002 until fiscal year 2010 (see Homeownership Finance below). Bonds were issued for the purpose of funding purchases of single family first mortgage loans, mortgage-backed securities backed by single family mortgage loans, some related entry cost housing assistance loans, and subordinated home improvement loans. The majority of the single family first mortgage loans financed by these bond issues are insured by private mortgage insurers or the Federal Housing Administration (FHA) or guaranteed by the U.S. Department of Veterans Affairs (VA) or the U.S. Department of Agriculture Rural Development (RD). Assets of the bonds issued and outstanding under the resolution are pledged to the repayment of Residential Housing Finance bonds.

The Alternative Loan Fund has been established in Residential Housing Finance and residing therein are two subfunds: Housing Investment Fund (Pool 2) and Housing Affordability Fund (Pool 3). Funds deposited therein would otherwise be available to be transferred to General Reserve. The Alternative Loan Fund is not pledged to the payment of the Residential Housing Finance bonds or any other debt obligation of the Agency but, to the extent that funds are available therein, is available to honor the general obligation pledge of the Agency.

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## MINNESOTA HOUSING FINANCE AGENCY

### Notes to Financial Statements

Year ended June 30, 2013 (continued)

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**Nature of  
Business and  
Fund Structure  
(continued)**

Assets of the Housing Investment Fund (Pool 2) consist of investment quality housing loans, as defined by the Agency, and investment grade securities. During fiscal year 2013 this fund provided capital for several Agency programs including its home improvement loan program, multifamily first-mortgage loans, for warehousing purchases of mortgage-backed securities secured by single family first mortgage loans before these securities are either permanently financed by issuing bonds or sold into the TBA market, for amortizing second lien homeownership loans made in conjunction with the Agency's single family first mortgage loans, tax credit bridge loans, loans to partner organizations to acquire, rehabilitate and sell foreclosed homes and to develop new affordable housing, loans to facilitate transfers of ownership of manufactured home parks to resident owners, and bond sale contributions. The fund may also provide interim financing for construction and rehabilitation of single family housing and may be used to advance funds to retire Agency high interest-rate debt.

Assets of the Housing Affordability Fund (Pool 3) consist of investment-grade securities when not utilized for program purposes. Program purposes include, but are not limited to: no-interest loans; loans at interest rates substantially below market, high risk loans, deferred loans, revolving funds, and grants. During fiscal year 2013 funds from Pool 3 were used for entry cost assistance for first-time homebuyers, below-market interim financing for construction and rehabilitation of single family housing, capital costs and rental assistance for permanent supportive housing, and deferred, subordinated multifamily loans.

The Residential Housing Finance bond resolution prescribes the application of bond proceeds, debt service requirements of the bond indebtedness, permitted investments, and eligible loans to be financed from the bond proceeds.

*Homeownership Finance*

This bond resolution was originally adopted for the purpose of issuing mortgage revenue bonds under the United States Treasury's Single Family New Issue Bond Program (NIBP). The Agency used its remaining NIBP authority to issue bonds during fiscal year 2012. Non-NIBP mortgage revenue bonds have since been issued under this resolution which also meet resolution requirements. Bonds issued under this resolution fund mortgage-backed securities backed by single family mortgage loans. These securities are guaranteed as to payment of principal and interest by either the Government National Mortgage Association or the Federal National Mortgage Association.

*Multifamily Housing*

This bond resolution was adopted for the purpose of issuing multifamily housing bonds under the United States Treasury's Multifamily New Issue Bond Program. Bonds were issued for one rental housing project.

*State Appropriated*

The State Appropriated fund was established to account for funds received from the Minnesota legislature which are to be used for programs for low- and moderate-income persons and families in the form of low-interest loans, no-interest deferred loans, debt service and other costs associated with appropriation-backed bonds, and other housing-related program costs. The net position of the State Appropriated fund is not pledged or available to secure bondholders or creditors of the Agency.

*Federal Appropriated*

The Federal Appropriated fund was established to account for funds received from the federal government which are to be used for programs for low- and moderate-income persons and families in the form of no-interest deferred loans and grants in support of foreclosure counseling and remediation efforts, assistance to tax credit developments and other housing-related program costs. The net position of the Federal Appropriated fund is not pledged or available to secure bondholders or creditors of the Agency.

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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

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#### Summary of Significant Accounting Policies

The following is a summary of the more significant accounting policies.

#### *Basis of Accounting*

The Agency's financial statements have been prepared on the basis of the proprietary fund concept which pertains to financial activities that operate in a manner similar to private business enterprises and are financed through fees and charges assessed primarily to the users of the services.

#### *Generally Accepted Accounting Principles*

Since the business of the Agency is essentially that of a financial institution having a business cycle greater than one year, the statement of net position is not presented in a classified format.

#### *New Accounting Pronouncements*

In December 2010, the GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The objective of this Statement is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the American Institute of Certified Public Accountants' (AICPA) Committee on Accounting Procedure. This Statement also supersedes Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*. The requirements of Statement No. 62 were adopted for the Agency's fiscal year ended June 30, 2013. The adoption of this statement did not affect the Agency's financial statements

In June 2011 the GASB issued Statement No 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This Statement provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources. Concepts Statement No. 4, *Elements of Financial Statements*, introduced and defined those elements as a consumption of net assets by the government that is applicable to a future reporting period, and an acquisition of net assets by the government that is applicable to a future reporting period, respectively. Previous financial reporting standards do not include guidance for reporting those financial statement elements, which are distinct from assets and liabilities. Concepts Statement 4 also identifies net position as the residual of all other elements presented in a statement of financial position. This Statement amends the net asset reporting requirements in Statement No. 34, *Basic Financial Statements—Management's Discussion and Analysis—for State and Local Governments*, and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets. The provisions of this Statement were adopted for the Agency's fiscal year ended June 30, 2013. The adoption of this statement modified certain presentation elements of the financial statements but not the amounts, other than certain subtotals.

In March 2012 the GASB issued Statement No 65, *Items Previously Reported as Assets and Liabilities*. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. Concepts Statement No. 4, *Elements of Financial Statements*, introduced and defined the elements included in financial statements, including deferred outflows of resources and deferred inflows of resources. In addition, Concepts Statement 4 provides that reporting a deferred outflow of resources or a deferred inflow of resources should be limited to those instances identified by the Board in authoritative pronouncements that are established after applicable due process. Prior to the issuance of this Statement, only two such pronouncements have been issued. Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, requires the reporting of a deferred outflow of resources or a deferred inflow of resources for the changes in fair value of hedging derivative instruments, and Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*, requires a deferred inflow of resources to be

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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

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#### Summary of Significant Accounting Policies (continued)

reported by a transferor government in a qualifying service concession arrangement. This Statement amends the financial statement element classification of certain items previously reported as assets and liabilities to be consistent with the definitions in Concepts Statement 4. This Statement also provides other financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of the major fund calculations and limiting the use of the term *deferred* in financial statement presentations. The provisions of this Statement are effective for the Agency's fiscal year ending June 30, 2014. The Agency has not yet determined the effect that the adoption of this Statement will have on its financial statements.

In March 2012, the GASB issued Statement No. 66, *Technical Corrections—2012—an amendment of GASB Statements No. 10 and No. 62*. The objective of this Statement is to resolve conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The provisions of this Statement are effective for the Agency's fiscal year ending June 30, 2014. The Agency has not yet determined the effect that adoption of this Statement will have on its financial statements.

In April 2013, the GASB issued Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*. Some governments extend financial guarantees for the obligations of another government, a not-for-profit entity, or a private entity without directly receiving equal or approximately equal value in exchange (a nonexchange transaction). As a part of this nonexchange financial guarantee, a government commits to indemnify the holder of the obligation if the entity that issued the obligation does not fulfill its payment requirements. Also, some governments issue obligations that are guaranteed by other entities in a nonexchange transaction. This Statement requires a government that extends a nonexchange financial guarantee to recognize a liability when qualitative factors and historical data, if any, indicate that it is more likely than not that the government will be required to make a payment on the guarantee. The provisions of this Statement are effective for the Agency's fiscal year ending June 30, 2014. The Agency has not yet determined the effect that adoption of this Statement will have on its financial statements.

#### *Cash and Cash Equivalents*

Cash equivalents may include commercial paper, money market funds, repurchase agreements, State investment pool holdings and any other investments, primarily U.S. treasury and agency securities that have 90 or less days remaining to maturity at the time of purchase. Investment agreements are also classified as cash and cash equivalents.

#### *Investments- Program Mortgage-backed Securities and Investment Securities- Other*

The Agency generally carries investment securities at fair market value. Unrealized gains and losses on investment securities resulting from changes in market valuation are recorded as revenue. However, unrealized gains and losses on investments of multifamily development escrow funds resulting from changes in market valuation are recorded as funds held for others. Mortgage-backed securities held for sale are carried at the lower of cost or market. Investments- program mortgage-backed securities, as previously described, are shown separately on the statement of net position.

#### *Loans Receivable, Net*

Loans receivable are carried at their unpaid principal balances, net of an allowance for loan losses, unamortized premiums, and discounts and fees.

The allowances for loan losses are established based on management's evaluation of the loan portfolio.

Generally, the Agency provides an allowance for loan losses for multifamily loans after considering the specific known risks: adequacy of collateral and projected cash flows; past experience; amount of federal or state rent subsidies, if any; the status and amount of past due payments, if any; the amount of deferred maintenance, if any; and current economic conditions.



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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

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#### Summary of Significant Accounting Policies (continued)

For homeownership and home improvement loans, the Agency establishes varying amounts of reserves depending upon the number of delinquent loans, the estimated amount of loss per delinquent loan, the number of days delinquent and the type of insurance coverage in force, if any: FHA insurance, RD guarantee, VA guarantee, or private mortgage insurance.

Actual gains and losses are posted to allowance for loan losses. Management believes the allowances for loan losses adequately reserve for probable losses inherent in the loan portfolios as of June 30, 2013.

Premiums, discounts or fees resulting from the purchase of homeownership mortgage loans at other than face value are amortized over the life of the loans using the effective interest method. Estimated loan prepayments are taken into account in determining the life of homeownership mortgage loans for purposes of such amortization. Premiums or discounts resulting from the purchase of home improvement loans are amortized on a straight-line basis over the average loan life. Premiums, discounts or fees resulting from the origination of multifamily development loans are amortized using the effective interest method over the term of the loan. The amount amortized is included in interest earned on loans.

#### *Interest Receivable on Loans and Program Mortgage-Backed Securities*

The Agency accrues interest on its amortizing loans until they become 90 days or more delinquent in the case of multifamily loans, until they become “real estate owned” (described below) for homeownership loans, or until they are classified by the Agency as inactive for home improvement loans.

#### *FHA/VA Insurance Claims Receivable, Net*

Mortgages that are FHA insured or VA guaranteed, and for which insurance claims have been filed, are included in this category. FHA/VA insurance claims receivable, net is carried at its estimated realizable value.

#### *Real Estate Owned, Net*

Real estate acquired through foreclosure is recorded at the lower of the investment in the loan or estimated fair market value less estimated selling costs. These properties may be RD guaranteed, uninsured or have private mortgage insurance. Real estate owned, net is carried at its estimated realizable value.

#### *Unamortized Bond Issuance Costs*

Bond issuance costs are amortized using the effective interest method in Residential Housing Finance, Homeownership Finance, and Multifamily Housing funds. In the Rental Housing fund, bond issuance costs are amortized using the bonds outstanding method due to the unpredictable nature of prepayments of multifamily loans.

#### *Deferred Loss on Interest Rate Swaps Agreements*

The Agency’s interest rate swap agreements have a negative fair value as of the end of fiscal year 2013. Because these agreements have been determined to be effective hedges under applicable accounting guidance, the negative fair value is recorded as a deferred loss.

#### *Bonds Payable, Net*

Bonds payable are carried at their unpaid principal balances, net of unamortized premiums, discounts and deferred gain or loss on refunding. Premiums and discounts are amortized using the effective interest method in the Residential Housing Finance fund and Homeownership Finance fund. In the Rental Housing fund, deferred gain or loss on refunding is amortized using the bonds outstanding method due to the unpredictable nature of prepayments of multifamily loans.

#### *Interest Rate Swap Agreements*

Because the Agency’s interest rate swap agreements have a negative fair value as of the end of fiscal year 2013 and they have been determined to be effective hedges under the applicable accounting guidance, they are recorded here as a liability.



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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

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#### Summary of Significant Accounting Policies (continued)

##### *Deferred Revenue- Service Release Fees*

The Agency's master servicer pays the Agency a fee for the right to service the loans backing mortgage-backed securities that are purchased by the Agency. These fees are initially recorded as Deferred Revenue-Service Release Fees then amortized to Fees Earned and Other Income using the effective interest method over the expected life of the loans.

##### *Interfund Payable (Receivable)*

Interfund payable (receivable) primarily reflects pending transfers of cash and assets between funds. The more significant activities that flow through this fund may include funds advanced for purposes of optionally redeeming bonds when economically advantageous; funds advanced for loan warehousing; administrative fees receivable and payable between funds; non-operating transfers among the Housing Endowment Fund (Pool 1), the Housing Investment Fund (Pool 2), and the Housing Affordability Fund (Pool 3); and certain mortgage payments received but not yet transferred to their respective funds.

##### *Funds Held for Others*

Funds held for others are primarily escrow amounts held by the Agency on behalf of multifamily housing developments where the Agency holds the first mortgages. These amounts are held under the terms of the related loans and federal regulations regarding subsidized housing. Investment income relating to these funds is credited directly to the escrow funds and is not included in the investment income of General Reserve.

Undisbursed proceeds of nonprofit housing state appropriation bonds are recorded in Funds Held for Others until disbursed for their intended purpose.

Also included in funds held for others are unrealized gains and losses on investments of the multifamily housing development escrow funds and funds held for, and reimbursable to, HUD, such as Section 8 payments. In addition, investment income on unspent Section 8 funds is credited directly to Funds Held For Others and not included in the investment income of Federal Appropriated.

##### *Restricted by Bond Resolution*

The Restricted by Bond Resolution portion of Net Position represents the amount restricted within the respective bond resolution due to the specific provisions of the bond resolutions.

##### *Restricted by Covenant*

The Restricted by Covenant portion of Net Position represents those assets in General Reserve and those assets that would otherwise be available to be transferred to General Reserve under the applicable bond resolutions. Under the Agency's bond resolutions, the Agency covenants that it will use the assets in General Reserve only for the administration and financing of programs in accordance with the policy and purpose of Minnesota Housing's enabling legislation, including reserves for the payment of bonds and notes and of loans made from the proceeds thereof, and will accumulate and maintain therein such balance of funds and investments as will be sufficient for the purpose. The Agency's Board establishes investment guidelines for these funds.

##### *Restricted by Law*

Undisbursed, recognized federal and state appropriations are classified as restricted by law.

##### *Invested in Capital Assets*

This represents the balance of capital assets, net of depreciation. No related debt exists.

##### *Agency-wide Total*

The Agency-wide Total columns reflect the totals of the similar accounts of the various funds. Since the assets of certain of the funds are restricted by either the related bond resolutions or legislation, the totaling of the accounts, including assets therein, is for convenience only and does not indicate that the combined assets

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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

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#### Summary of Significant Accounting Policies (continued)

are available in any manner other than that provided for in either the bond resolutions, Board resolutions or the legislation for the separate funds or groups of funds. The totals for fiscal year 2012 are for comparative purposes only.

#### *Administrative Reimbursement*

The largest source of funding for the Agency's administrative operations is a monthly transfer from each of the bond funds to General Reserve based on adjusted assets. Adjusted assets are defined as total assets excluding the reserve for loan loss, unearned discounts on loans, proceeds of debt issued to preserve bonding authority, premiums on loans, deferred bond issuance costs, and unrealized appreciation and depreciation on investments including all mortgage-backed securities.

For programs funded by state appropriations, the Agency recovers the cost of administering the programs but only to the extent of interest earnings on unexpended state appropriations.

For programs funded by federal appropriations, the Agency recovers the cost of administering programs through an approved federal indirect cost recovery rate but only to the extent that funds are available. Certain other direct costs are also recovered. Total direct and indirect costs recovered from the federal government in the amount of \$.726 million are reflected as administrative reimbursement revenues in the General Reserve.

Administrative reimbursements in the amount of \$18.325 million between the Agency's funds have been eliminated from the respective administrative reimbursement revenues and expenses line items for purposes of presentation in the Agency-wide statement of activities.

#### *Fees Earned and Other Income*

Fees earned and other income consists mainly of fees related to the financing and administration of Section 8 properties, including administration of a HUD-owned Section 8 portfolio, acquisition fees earned from the sale of mortgage servicing rights, fees in connection with operating the federal Low Income Housing Tax Credits program, annual fees related to certain multifamily housing development loans, fees from the Low Income Rental Class program, private contributions restricted to use in the Agency's Homeownership Education, Counseling and Training Program, housing development operating subsidies received from other state agencies and fees for issuing and monitoring conduit bonds. Fees earned and other income is recorded as it is earned.

#### *Reduction in Carrying Value of Certain Low Interest Rate Deferred Loans*

The carrying value of certain Housing Affordability Fund (Pool 3) loans and State Appropriated loans which are originated at below market interest rates and for which repayment is deferred for up to 30 years, is written down to zero at the time of origination by providing for a Reduction in Carrying Value of Certain Low Interest Rate Deferred Loans because of the nature of these loans and the risks associated with them. Certain of these loans may be forgiven at maturity.

#### *Other Changes*

The Agency utilizes the Other Changes section of the Statement of Revenues, Expenses and Changes in Net Position to describe various transfers between funds.

#### *Non-operating Transfer of Assets Between Funds*

Non-operating transfers occur as a result of bond sale contributions related to new debt issues; transfers among the Housing Endowment Fund (Pool 1), the Housing Investment Fund (Pool 2), and the Housing Affordability Fund (Pool 3) to maintain the Pool 1 required balance; and periodic transfers from the bond funds of assets in excess of bond resolution requirements.

#### *Non-Cash Activities*

Transfers from loans receivable to FHA/VA insurance claims receivable and real estate owned for fiscal year 2013 were \$54.4 million in Residential Housing Finance.

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**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

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**Summary of  
Significant  
Accounting  
Policies  
(continued)**

*Use of Estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Reclassifications*

Certain amounts in the comparative totals columns of the financial statements have been reclassified to conform with the current year presentation.

*Income Taxes*

The Agency, as an agency of the State of Minnesota, is exempt from federal and state income taxes. Accordingly, no provision for income taxes is necessary.

*Rebateable Arbitrage*

Arbitrage earnings that are owed to the United States Treasury are recorded in Accounts Payable and based on estimated calculations performed by an independent calculation specialist on an ongoing basis. Also included in this category is yield compliance liability.

**Cash, Cash  
Equivalents  
and Investment  
Securities**

Permitted Agency investments include government obligations, commercial paper, repurchase agreements, money market funds, guaranteed investment contracts (i.e., investment agreements), the State investment pool, corporate obligations, municipal bonds and other investments consistent with requirements of safety and liquidity that comply with applicable provisions of the bond resolutions, state law and Board policy.

Cash and Cash Equivalents are generally stated at cost, which approximates market value. The balances were composed of the following at June 30, 2013 (in thousands):

**Cash and Cash Equivalents**

<b>Funds</b>	<b>Deposits</b>	<b>Money Market Funds</b>	<b>State Investment Pool</b>	<b>Investment Agreements</b>	<b>Combined Totals</b>
General Reserve	\$ -	\$ -	\$54,314	\$ -	\$ 54,314
Rental Housing	-	14,865	-	-	14,865
Residential Housing Finance	4,839	227,831	-	11,643	244,313
Homeownership Finance	-	30,248	-	-	30,248
Multifamily Housing	-	801	-	-	801
State Appropriated	221	12	33,456	-	33,689
Federal Appropriated	138	1,001	301	-	1,440
Combined Totals	<u>\$5,198</u>	<u>\$274,758</u>	<u>\$88,071</u>	<u>\$11,643</u>	<u>\$379,670</u>

Deposits were cash awaiting investment, consisting of interest earned on investments received too late on the last day of the fiscal year to be invested and loan servicer deposits in transit.

The State investment pool is an internal investment pool managed by the Minnesota State Board of Investment (SBI). The SBI invests in debt securities, including U.S. treasury securities, U.S. agency securities, bankers' acceptances, high grade corporates, and commercial paper. This investment pool is unrated.

Generally, investment agreements are uncollateralized, interest-bearing contracts with financial institutions or corporations with variable liquidity features, which require a one-day to two-week notice for

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Cash, Cash  
Equivalents  
and Investment  
Securities  
(continued)**

deposits and/or withdrawals, and are invested in accordance with the restrictions specified in the various bond resolutions. As of June 30, 2013, all the investment agreement providers had a Standard & Poor's long-term credit rating of "AA-" and a Moody's long-term credit rating of "A1". The individual investment agreements are unrated. Substantially all of the agreements contain "termination" clauses so that the Agency may withdraw funds early if credit ratings deteriorate below specified levels and remedial action is not taken.

Investment securities (comprising U.S. Treasury securities, U.S. Agency securities, mortgage-backed securities and municipal bonds) are recorded at fair market value and were allocated to the following funds at June 30, 2013 (in thousands):

**Investment Securities**

<b>Funds</b>	<b>Investment Securities- Other at Amortized Cost</b>	<b>Program Mortgage- backed Securities at Amortized Cost</b>	<b>Unrealized Appreciation (Depreciation) in Fair Market Value</b>	<b>Estimated Fair Market Value</b>
General Reserve	\$ 34,483	\$ -	\$ 64	\$ 34,547
Rental Housing	8,410	-	(298)	8,112
Residential Housing Finance	171,237	125,277	(2,908)	293,606
Homeownership Finance	9,855	668,640	14,288	692,783
Multifamily Housing	450	-	(22)	428
State Appropriated	36,613	-	533	37,146
Federal Appropriated	6,960	-	(29)	6,931
Combined Totals	<u>\$268,008</u>	<u>\$793,917</u>	<u>\$11,628</u>	<u>\$1,073,553</u>

U.S. Treasury securities, U.S. Agency securities, and municipal bonds in General Reserve, State Appropriated and Federal Appropriated are held by the Agency's agent in the name of the State of Minnesota. U.S. treasury and U.S. agency securities in the remainder of the funds are held by the trustees under the Agency's bond resolutions in the Agency's name.

Investment securities are subject to credit risk. The following table classifies investment securities, except U.S. Treasuries, by their lowest Standard & Poor's/Moody's rating. Investment securities' credit rating categories (without qualifiers) at June 30, 2013 were (in thousands):

**Credit Ratings of Investment Securities**

<b>Type</b>	<b>Par Value</b>	<b>AA+/Aaa</b>	<b>AA/Aa2</b>
U.S. Agencies	\$925,340	\$925,340	\$ -
Municipal Bonds	49,565	-	49,565
Agency-wide Totals	\$974,905	<u>\$925,340</u>	<u>\$49,565</u>
U.S. Treasuries	10,493		
Agency-wide Totals	<u>\$985,398</u>		

Examining the weighted average maturities of the Agency's investment securities can reveal information about interest rate risk. Cash, Cash Equivalents and Investment Securities (excluding unrealized appreciation of \$11.628 million and net discounts of \$8.636 million), along with the weighted average maturities (in years) as of June 30, 2013, consisted of the following (in thousands):

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Cash, Cash  
Equivalents  
and Investment  
Securities  
(continued)**

Type	Weighted Average Maturity, in Years							
	Par Value	General Reserve	Rental Housing	Residential Housing Finance	Home-ownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated
Deposits	\$ 5,198	-	-	-	-	-	-	-
Money market fund	274,758	-	-	-	-	-	-	-
State Investment Pool	88,071	-	-	-	-	-	-	-
Investment agreements	11,643	-	-	-	-	-	-	-
US Agencies	992,740	3.6	10.8	24.9	28.1	9.8	5.1	9.8
US Treasuries	10,983	-	-	6.6	-	-	-	4.9
Municipal Bonds	49,565	-	-	-	-	-	11.7	-
Agency-wide Totals	<u>\$1,432,958</u>							
Weighted Average Maturity		1.4	3.9	11.6	26.8	3.5	3.4	2.9

Investments in any one issuer, excluding \$769 million of investments issued or explicitly guaranteed by the U.S. Government, that represent five percent or more of the par value of total investments, as defined by GASB Statement No. 40, as of June 30, 2013 were as follows (in thousands):

Investment Issuer	Amount
Federal National Mortgage Association, U.S. Agencies	\$96,693

The Agency maintained certain deposits and investments throughout fiscal year 2013 that were subject to custodial credit risk. As of June 30, 2013, the amounts subject to this risk consisted of the following (in thousands):

	Amount
Deposits not covered by depository insurance and uncollateralized (including \$274,758 in a money market fund and \$88,071 in the State investment pool)	\$ 368,027
Investment securities (which excludes investment agreements) uninsured, uncollateralized and not held in the Agency's name	1,013,502
<b>Agency-wide Total</b>	<u><u>\$1,381,529</u></u>

Net realized gain on sale of investment securities of \$0.835 million is included in interest earned on investments.

Certain balances are required to be maintained under the various bond resolutions. These balances represent debt service and insurance reserves. The required balances at June 30, 2013 were as follows (in thousands):

Funds	Amount
Rental Housing	\$ 6,768
Residential Housing Finance	40,578
Multifamily Housing	479
Combined Totals	<u><u>\$47,825</u></u>

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Loans  
Receivable, Net**

Loans receivable, net at June 30, 2013 consisted of (in thousands):

<b>Funds</b>	<b>Outstanding Principal</b>	<b>Allowance for Loan Losses</b>	<b>Unamortized Discounts and Fees</b>	<b>Loans Receivable, Net</b>
General Reserve	\$ -	\$ -	\$ -	\$ -
Rental Housing	164,242	(2,314)	(1,446)	160,482
Residential Housing Finance	1,457,584	(26,356)	(1,392)	1,429,836
Multifamily Housing	14,863	(74)	(373)	14,416
State Appropriated	34,851	(1,070)	-	33,781
Federal Appropriated	-	-	-	-
Agency-wide Totals	<u>\$1,671,540</u>	<u>\$(29,814)</u>	<u>\$(3,211)</u>	<u>\$1,638,515</u>

Substantially all loans in the table above are secured by first or second mortgages on the real property financed. A significant portion of the homeownership first mortgage loans in the Residential Housing Finance fund have either FHA insurance or a VA or RD guarantee. Insurance reduces, but does not eliminate, loan losses.

In addition to the loans in the table above, certain loans are carried at below-market interest rates and repayment is deferred for up to 30 years. These loans are generally in either a second or more subordinate mortgage position or may be unsecured. Given the nature of these loans and the risk associated with them, at the time of origination they are fully reserved resulting in a net carrying value of zero. The principal amount originated during fiscal year 2013 of loans with such characteristics aggregated \$3.496 million in the Residential Housing Finance Housing Affordability Fund (Pool 3) and \$27.157 million in State Appropriated. Loans with net carrying values of zero are excluded from the tables above and below.

Loans receivable, net and gross in Residential Housing Finance at June 30, 2013 consist of a variety of loans as follows (in thousands):

<b>Description</b>	<b>Net Outstanding Amount</b>	<b>Gross Outstanding Amount</b>
<b>Residential Housing Finance Bonds:</b>		
Homeownership, first mortgage loans	\$1,104,875	\$1,120,349
Other homeownership loans, generally secured by a second mortgage	1,545	1,601
<b>Alternative Loan Fund, Housing Investment Fund (Pool 2):</b>		
Home Improvement loans, generally secured by a second mortgage	88,008	89,364
Homeownership, first mortgage loans	30,941	31,476
Other homeownership loans, generally secured by a second mortgage	3,494	3,602
Multifamily, first mortgage loans	170,171	179,322
<b>Alternative Loan Fund, Housing Affordability Fund (Pool 3):</b>		
Other homeownership loans, generally secured by a second mortgage	30,477	31,545
Multifamily, other	325	325
Residential Housing Finance Totals	<u>\$1,429,836</u>	<u>\$1,457,584</u>

The Agency is limited by statute to financing real estate located within the State of Minnesota. Collectability depends on, among other things, local economic conditions.

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Other Assets**

Other assets, including receivables, at June 30, 2013 consisted of the following (in thousands):

<b>Funds</b>	<b>Receivables Due from the Federal Government</b>	<b>Other Assets and Receivables</b>	<b>Total</b>
General Reserve Account	\$1,040	\$ 1	\$1,041
Rental Housing	-	10	10
Residential Housing Finance	-	1,562	1,562
Homeownership Finance	-	20	20
Multifamily Housing	-	-	-
State Appropriated	-	-	-
Federal Appropriated	1,011	-	1,011
Combined Totals	<u>\$2,051</u>	<u>\$1,593</u>	<u>\$3,644</u>

**Bonds Payable,  
Net**

Bonds payable, net at June 30, 2013 were as follows (in thousands):

<b>Funds</b>	<b>Par Bonds Outstanding</b>	<b>Net Unamortized Premium and Deferred Fees</b>	<b>Net Unamortized Deferred Losses</b>	<b>Bonds Payable, Net</b>
Rental Housing	\$ 71,765	\$ -	\$ (934)	\$ 70,831
Residential Housing Finance	1,352,605	3,840	(503)	1,355,941
Homeownership Finance	681,867	2,654	-	684,521
Multifamily Housing	14,890	-	-	14,890
	<u>2,121,127</u>	<u>6,494</u>	<u>(1,437)</u>	<u>2,126,183</u>
Pool 2 Line of Credit	10,000			10,000
Totals	<u>\$2,131,127</u>	<u>\$6,494</u>	<u>\$(1,437)</u>	<u>\$2,136,183</u>

Summary of bond activity from June 30, 2012 to June 30, 2013 (in thousands):

<b>Funds</b>	<b>June 30, 2012 Bonds Outstanding, at Par</b>	<b>Par Issued</b>	<b>Par Repaid</b>	<b>June 30, 2013 Bonds Outstanding, at Par</b>
Rental Housing	\$ 105,870	\$ -	\$ 34,105	\$ 71,765
Residential Housing Finance	1,500,095	85,170	232,660	1,352,605
Homeownership Finance	543,445	285,148	146,726	681,867
Multifamily Housing	15,000	-	110	14,890
Totals	<u>\$2,164,410</u>	<u>\$370,318</u>	<u>\$413,601</u>	<u>\$2,121,127</u>



**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Bonds Payable,  
Net  
(continued)**

Bonds payable at June 30, 2013 were as follows (in thousands):

<b>Series</b>	<b>Interest rate</b>	<b>Final Maturity</b>	<b>Original amount</b>	<b>June 30, 2013 Bonds Outstanding, at Par</b>
<b>Rental Housing Bonds</b>				
2003 Series C-1	4.35% to 5.20%	2034	\$ 2,095	\$ 1,795
2004 Series A	4.00% to 5.00%	2035	9,345	6,965
2004 Series B	4.00% to 4.85%	2035	3,215	2,795
2004 Series C	3.70% to 4.40%	2022	80,000	20,845
2005 Series A-1	4.25% to 4.85%	2035	1,725	1,520
2006 Series A-1	4.40% to 5.10%	2047	6,615	6,300
2006 Series B	4.89%	2037	5,020	4,585
2006 Series C-1	4.96%	2037	2,860	2,605
2007 Series A-1	4.65%	2038	3,775	3,480
2010 Series A-1	3.75% to 5.25%	2040	3,605	3,595
2011 Series A	1.20% to 5.45%	2041	8,890	8,315
2012 Series A-1	3.75%	2048	4,175	4,175
2012 Series A-2	0.75%	2014	4,790	4,790
			<u>\$136,110</u>	<u>\$71,765</u>
<b>Residential Housing Finance Bonds</b>				
2003 Series A	3.55% to 4.30%	2023	\$ 40,000	\$ 4,410
2003 Series B	Variable	2033	25,000	22,595
2003 Series I	4.60% to 5.25%	2020	25,000	3,430
2003 Series J	Variable	2033	25,000	15,395
2004 Series A	3.60% to 4.25%	2018	22,480	11,670
2004 Series B	4.60% to 4.70%	2033	94,620	27,240
2004 Series C	4.70%	2035	14,970	10,115
2004 Series E-1	4.25% to 4.60%	2016	5,110	655
2004 Series E-2	4.40% to 4.60%	2016	6,475	1,950
2004 Series F-2	4.80% to 5.25%	2034	36,160	8,220
2004 Series G	Variable	2032	50,000	27,295
2005 Series A	3.75% to 4.125%	2018	14,575	3,935
2005 Series B	4.75% to 5.00%	2035	20,425	9,445
2005 Series C	Variable	2035	25,000	16,830
2005 Series G	4.25% to 4.30%	2018	8,950	5,190
2005 Series H	4.375% to 5.00%	2036	51,050	17,040
2005 Series I	Variable	2036	40,000	26,805
2005 Series J	3.75% to 4.00%	2015	11,890	6,480
2005 Series K	4.30% to 4.40%	2028	41,950	17,045
2005 Series L	4.75% to 5.00%	2036	48,165	22,270
2005 Series M	Variable	2036	60,000	38,950
2005 Series O	4.05% to 4.20%	2015	4,510	3,205
2005 Series P	4.75% to 5.00%	2036	65,490	36,930



**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

Bonds Payable,  
Net  
(continued)

Series	Interest rate	Final Maturity	Original amount	June 30, 2013 Bonds Outstanding, at Par
<b>Residential Housing Finance Bonds (continued)</b>				
2006 Series A	3.85% to 4.00%	2016	\$ 13,150	\$ 3,200
2006 Series B	4.60% to 5.00%	2037	43,515	19,875
2006 Series C	Variable	2037	28,335	22,385
2006 Series F	4.05% to 4.25%	2016	11,015	3,145
2006 Series G	4.85% to 5.50%	2037	58,985	39,825
2006 Series H	5.85%	2036	15,000	1,225
2006 Series I	4.40% to 5.75%	2038	95,000	54,005
2006 Series J	6.00% to 6.51%	2038	45,000	25,620
2006 Series L	3.75% to 3.95%	2016	6,740	3,215
2006 Series M	4.625% to 5.75%	2037	35,260	30,230
2006 Series N	5.410% to 5.76%	2037	18,000	6,440
2007 Series C	3.80% to 3.95%	2017	12,515	6,130
2007 Series D	4.60% to 5.50%	2038	62,485	42,160
2007 Series E	Variable	2038	25,000	11,110
2007 Series H	3.65% to 3.95%	2017	12,230	8,830
2007 Series I	4.65% to 5.50%	2038	100,270	61,855
2007 Series J	Variable	2038	37,500	17,005
2007 Series L	4.40% to 5.50%	2048	105,000	70,585
2007 Series M	6.345%	2038	70,000	47,905
2007 Series P	3.50% to 3.90%	2017	4,305	3,020
2007 Series Q	4.10% to 5.50%	2038	42,365	25,225
2007 Series R	4.76%	2013	2,840	170
2007 Series S	Variable	2038	18,975	18,975
2007 Series T	Variable	2048	37,160	23,080
2008 Series A	3.45% to 4.65%	2023	25,090	8,050
2008 Series B	5.50% to 5.65%	2033	34,910	15,800
2008 Series C	Variable	2048	40,000	40,000
2009 Series A	2.80% to 5.20%	2023	26,795	11,220
2009 Series B	5.00% to 5.90%	2038	33,205	15,850
2009 Series C	Variable	2036	40,000	40,000
2009 Series D	2.05% to 4.00%	2020	19,830	8,685
2009 Series E	2.05% to 5.10%	2040	103,960	86,280
2009 Series F	Variable	2031	34,120	22,390
2012 Series A	0.85% to 3.90%	2023	50,945	45,030
2012 Series B	3.30% to 3.45%	2024	8,830	7,880
2012 Series C	3.625% to 3.85%	2029	30,975	27,645
2012 Series D	3.90% to 4.00%	2040	60,000	56,290
2013 Series A	0.40% to 3.00%	2031	33,305	33,305
2013 Series B	0.90% to 1.80%	2019	9,555	9,555
2013 Series C	1.80% to 3.90%	2043	42,310	42,310
			<u>\$2,231,295</u>	<u>\$1,352,605</u>

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

Bonds Payable,  
Net  
(continued)

Series	Interest rate	Final Maturity	Original amount	June 30, 2013 Bonds Outstanding, at Par
<b>Homeownership Finance Bonds</b>				
2009 Series A-1	3.01%	2041	\$ 108,000	\$ 93,190
2009 Series A-4A	2.48%	2041	21,910	19,530
2009 Series A-4B	2.48%	2041	13,090	11,670
2009 Series A-5	2.49%	2041	21,990	21,170
2010 Series A	1.10% to 4.25%	2028	72,000	57,265
2011 Series A	1.25%	2013	3,740	20
2011 Series B	1.25% to 4.50%	2031	63,760	59,640
2011 Series C	0.90% to 3.850%	2031	8,310	6,280
2011 Series D	0.90% to 4.70%	2034	33,690	31,130
2011 Series E	0.50% to 4.45%	2035	65,000	59,435
2011 Series F	0.65% to 3.45%	2022	13,575	12,620
2011 Series G	4.00% to 4.25%	2035	29,110	28,480
2012 Series A	2.60%	2042	50,000	48,208
2012 Series B	2.25%	2042	75,000	73,710
2013 Series A	2.35%	2043	75,000	74,604
2013 Series B	2.70%	2041	85,149	84,915
			<u>739,324</u>	<u>681,867</u>
<b>Multifamily Housing Bonds</b>				
2009	3.01%	2051	\$ 15,000	\$ 14,890
			<u>15,000</u>	<u>14,890</u>
Combined Totals			<u>\$3,121,729</u>	<u>\$2,121,127</u>

The Agency uses special and optional redemption provisions to retire certain bonds prior to their stated maturity from unexpended bond proceeds and revenues in excess of scheduled debt service resulting primarily from loan prepayments.

Substantially all bonds are subject to optional redemption after various dates at an amount equal to 100% to 102% of the unpaid principal and accrued interest as set forth in the applicable series resolution. Annual debt service requirements to maturity for bonds outstanding as of June 30, 2013, are as follows (in thousands):

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

Bonds Payable,  
Net  
(continued)

<b>Fiscal Year</b>	<b>Rental Housing</b>		<b>Residential Housing Finance</b>	
	<b>Principal</b>	<b>Interest</b>	<b>Principal</b>	<b>Interest</b>
2014	\$ 3,675	\$ 3,070	\$ 28,850	\$ 45,165
2015	8,495	2,918	32,515	45,263
2016	3,885	2,758	33,005	44,213
2017	3,910	2,595	35,545	43,195
2018	3,785	2,426	35,885	42,131
2019-2023	12,965	9,910	188,920	192,093
2024-2028	7,510	7,807	254,525	155,023
2029-2033	9,750	5,747	322,190	106,760
2034-2038	9,430	3,192	354,605	50,898
2039-2043	5,705	1,285	53,120	3,489
2044-2048	2,560	325	12,200	450
2049-2053	95	2	1,245	5
Total	<u>\$71,765</u>	<u>\$42,034</u>	<u>\$1,352,605</u>	<u>\$728,687</u>

<b>Fiscal Year</b>	<b>Multifamily Housing</b>		<b>Homeownership Finance</b>	
	<b>Principal</b>	<b>Interest</b>	<b>Principal</b>	<b>Interest</b>
2014	\$ 230	\$ 445	\$ 9,285	\$ 20,454
2015	230	438	9,460	20,341
2016	230	431	9,665	20,185
2017	240	424	9,930	19,985
2018	240	417	10,240	19,741
2019-2023	1,200	1,976	57,725	93,605
2024-2028	1,290	1,794	73,250	81,019
2029-2033	1,790	1,558	84,070	63,897
2034-2038	1,950	1,285	79,405	49,014
2039-2043	2,400	950	338,837	31,568
2044-2048	2,910	556	-	-
2049-2053	2,180	114	-	-
Total	<u>\$14,890</u>	<u>\$10,388</u>	<u>\$681,867</u>	<u>\$419,809</u>

<b>Fiscal Year</b>	<b>Combined Totals</b>	
	<b>Principal</b>	<b>Interest</b>
2014	\$ 42,040	\$ 69,134
2015	50,700	68,960
2016	46,785	67,587
2017	49,625	66,200
2018	50,150	64,715
2019-2023	260,810	297,584
2024-2028	336,575	245,643
2029-2033	417,800	177,962
2034-2038	445,390	104,389
2039-2043	400,062	37,292
2044-2048	17,670	1,331
2049-2053	3,520	121
Total	<u>\$2,121,127</u>	<u>\$1,200,918</u>

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## MINNESOTA HOUSING FINANCE AGENCY

### Notes to Financial Statements

#### Year ended June 30, 2013 (continued)

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#### Bonds Payable, Net (continued)

Residential Housing Finance Bonds 2003 Series B and J; 2004 Series G; 2005 Series C, I and M; 2006 Series C; 2007 Series E (Taxable), J (Taxable), S and T (Taxable); 2008 Series C; and 2009 Series C and F accrue interest at rates that change weekly as determined by a remarketing agent for such series based on market conditions. Future interest due for these bonds, as displayed above in the annual debt service requirements table, assumes that the respective rates in effect on June 30, 2013 continue for the term of the bonds. Variable rate bond interest payments will vary as general short-term interest rates vary. Associated interest rate swaps are not included in the annual debt service requirements table. See the Swap Payments and Associated Debt table below to view those amounts.

The income and assets of each of the bond funds are pledged on a parity basis for the payment of principal and interest on the bonds issued, and to be issued, under the respective resolutions. All but one of the bond resolutions contains covenants that require the Agency to maintain certain reserves. The Agency believes that as of June 30, 2013, it is in compliance with those covenants in all material respects and the assets of all funds and accounts in the bond funds equaled or exceeded the requirements as established by the respective bond resolutions.

Call notices were issued on or before June 30, 2013 for the redemption of certain bonds thereafter. See Subsequent Events.

On June 30, 2013 the Agency had in place a revolving line of credit with the Federal Home Loan Bank of Des Moines with an outstanding balance of \$10 million.

#### Derivative Instruments- Interest Rate Swaps

The Agency has entered into certain interest rate swap agreements that are considered to be derivative instruments under Governmental Accounting Standards Board Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments* (GASB 53). A consultant was engaged by the Agency to determine the fair value of these agreements and to evaluate their effectiveness as hedges as of June 30, 2013. The fair values approximate the termination payments that would have been due had the swaps been terminated as of June 30, 2013. In accordance with GASB 53, the Agency recorded the fair value of the agreements on the statement of net position. The fair values exclude accrued interest. As of June 30, 2013, all of the Agency's interest rate swap agreements have been determined to be effective hedges, as defined by GASB 53. The fair value is displayed on the statement of net position as a liability named "Interest rate swap agreements." The inception-to-date change in fair value as of June 30, 2013 is included under deferred outflows of resources as "Deferred loss on interest rate swap agreements."

#### *Objective of Swaps*

The Agency entered into interest rate swap agreements in connection with its issuance of variable rate mortgage revenue bonds under the Residential Housing Finance Bond Resolution from 2003 through 2009. Using variable-rate debt hedged with interest-rate swaps reduced the Agency's cost of capital at the time of issuance compared to using long-term fixed rate bonds and, in turn, enabled the Agency to reduce mortgage rates offered to the Agency's low- and moderate-income, first-time home buyers.

#### *Swap Payments and Associated Debt*

Using rates as of June 30, 2013, debt service requirements of the Residential Housing Finance outstanding variable rate debt and net swap payments, assuming current interest rates remain the same for their term, are as follows (in thousands). As rates vary, variable rate bond interest payments and net swap payments will vary.

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**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

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**Derivative  
Instruments-  
Interest Rate  
Swaps  
(continued)**

<b>Fiscal Year</b>	<b>Principal</b>	<b>Interest</b>	<b>Interest Rate Swaps, Net</b>	<b>Total</b>
2014	\$ 12,815	\$ 347	\$ 10,669	\$ 23,831
2015	920	266	9,969	11,155
2016	3,560	263	9,208	13,031
2017	6,475	259	8,421	15,155
2018	4,000	254	7,719	11,973
2019-2023	35,540	1,200	31,241	67,981
2024-2028	64,240	1,011	20,409	85,660
2029-2033	90,820	717	14,185	105,722
2034-2038	96,745	350	8,096	105,191
2039-2043	17,520	91	1,690	19,301
2044-2048	8,745	39	677	9,461
2049-2053	1,435	1	11	1,447

*Terms of Swaps*

Terms of the swaps, the fair values, changes in fair values, and the credit ratings of the two counterparties thereto as of June 30, 2013, are contained in the two tables below (in thousands). All swaps are pay-fixed, receive-variable. Initial swap notional amounts matched original principal amounts of the associated debt. The Agency's swap agreements contain scheduled reductions to outstanding notional amounts that are expected to approximate scheduled or anticipated reductions in outstanding principal amounts of the associated bond series. With respect to the outstanding swaps (except for the 2009 F swap), the Agency has also purchased the right, generally based upon a 300% PSA prepayment rate (The Standard Prepayment Model of The Securities Industry and Financial Markets Association and formerly the Public Securities Association) on the underlying mortgage loans, to further reduce the notional balances of the swaps as necessary to match the outstanding principal amount of the associated bond series and, except for the 2003B, 2003J, 2004G, and 2009F swaps, the right to terminate the swaps at par at approximately the 10 year anniversary date of the swap. The Agency also has the right to terminate outstanding swaps in whole or in part at fair value at any time if it is not in default thereunder.

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Derivative  
Instruments-  
Interest Rate  
Swaps  
(continued)**

**Counterparty: The Bank of New York Mellon**  
Moody's\* Aa1 (stable outlook) / Standard & Poor's\*\* AA- ( Stable outlook)

<b>Associated Bond Series</b>	<b>Notional Amount as of June 30, 2013</b>	<b>Effective Date</b>	<b>Swap Maturity Date</b>	<b>Fixed Rate Payable</b>	<b>Variable Rate Receivable</b>	<b>Fair Value<sup>1</sup> as of June 30, 2013</b>	<b>Increase (Decrease) in Fair Value since June 30, 2012</b>
RHFB 2003B	\$ 22,595	July 23, 2003	January 1, 2033	3.532%	65% of 1 month LIBOR*** plus 0.23% per annum	\$ (1,098)	\$ 719
RHFB 2003J	15,395	October 15, 2003	July 1, 2033	4.183%	65% of 1 month LIBOR*** plus 0.23% per annum	(1,305)	1,118
RHFB 2005C	16,830	March 2, 2005	January 1, 2035	3.587%	64% of 1 month LIBOR*** plus 0.28% per annum	(627)	470
RHFB 2005I	26,805	June 2, 2005	January 1, 2036	3.570%	64% of 1 month LIBOR*** plus 0.28% per annum	(1,423)	756
RHFB 2005M	38,950	August 4, 2005	January 1, 2036	3.373%	64% of 1 month LIBOR*** plus 0.29% per annum	(1,977)	1,022
RHFB 2006C	22,385	March 21, 2006	January 1, 2037	3.788%	64% of 1 month LIBOR*** plus 0.29% per annum	(1,517)	687
RHFB 2007S	18,975	December 19, 2007	July 1, 2038	4.340%	100% of SIFMA**** Index plus 0.06% per annum	(1,221)	858
RHFB 2007T (Taxable)	23,080	December 19, 2007	July 1, 2026	4.580%	100% of 1 month LIBOR*	(1,975)	1,073
Counterparty Total	<u>\$185,015</u>					<u>\$(11,143)</u>	<u>\$6,703</u>

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Derivative  
Instruments-  
Interest Rate  
Swaps  
(continued)**

**Counterparty: Royal Bank Of Canada**  
Moody's\* Aa3 (stable outlook) / Standard & Poor's\*\* AA- ( Stable outlook)

Associated Bond Series	Notional Amount as of June 30, 2013	Effective Date	Swap Maturity Date	Fixed Rate Payable	Variable Rate Receivable	Fair Value <sup>1</sup> as of June 30, 2013	Increase (Decrease) in Fair Value since June 30, 2012
RHFB 2004G	\$ 27,295	July 22, 2004	January 1, 2032	4.165%	64% of 1 month LIBOR*** plus 0.26% per annum	\$ (2,439)	\$ 587
RHFB 2007E (Taxable)	11,110	March 7, 2007	July 1, 2038	5.738%	100% of 1 month LIBOR***	(1,582)	312
RHFB 2007J (Taxable)	17,005	May 17, 2007	July 1, 2038	5.665%	100% of 1 month LIBOR***	(2,448)	521
RHFB 2008C	40,000	August 7, 2008	July 1, 2048	4.120%	64% of 1 month LIBOR*** plus 0.30% per annum	(3,886)	1,681
RHFB 2009C	40,000	February 12, 2009	July 1, 2036	4.215%	64% of 3 month LIBOR*** plus 0.30% per annum	(5,166)	2,000
RHFB 2009F	22,390	December 1, 2009	January 1, 2017	2.365%	100% of weekly SIFMA****plus 0.08% per annum	(765)	402
Counterparty Total	\$157,800					\$(16,286)	\$ 5,503
Combined Totals	\$342,815					\$(27,429)	\$12,206

<sup>1</sup> A positive fair value represents money due to the Agency by the counterparty upon an assumed termination of the swap while a negative fair value represents the amount payable by the Agency

\* Moody's Investor Service, Inc.

\*\* Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies

\*\*\* London Inter-Bank Offered Rate

\*\*\*\* Securities Industry and Financial Markets Association

*Termination Risk*

The swap contracts may be terminated by either party if the other party fails to perform under the terms of the contract or upon certain termination events. Upon termination at market, a payment is due by one party based upon the fair value of the swap even if the payment is owed to a defaulting party. The potential termination risks to the Agency are the liability for a termination payment to the counterparty or the inability to replace the swap upon favorable financial terms, in which event the variable rate bonds would no longer be hedged. To reduce the risk of termination, swap contracts generally limit counterparty terminations to the following Agency actions or events: payment default, other defaults that remain uncured for 30 days after notice, substantial impairment of credit ratings, bankruptcy and insolvency.

*Credit Risk*

A swap potentially exposes the Agency to credit risk with the counterparty. The fair value of a swap represents the Agency's current potential credit exposure to the swap counterparty assuming the occurrence of a termination event. As of June 30, 2013, the Agency did not have a net credit risk exposure to any of its three counterparties because their respective combined swap positions had a negative net fair value, as set forth in the foregoing tables. Each of the swap agreements requires that, upon demand, a party post collateral to secure its obligation to make a termination payment to the extent the fair value exceeds a collateral threshold specified in the agreement. The collateral threshold for each counterparty and the Agency is \$50 million if the ratings on the unsubordinated, unsecured long-term indebtedness of the counterparty,

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# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

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#### Derivative Instruments- Interest Rate Swaps (continued)

in the case of the counterparty, or the hedged bonds, in the case of the Agency, are not less than “AA-” and “Aa3” from Standard & Poor’s and Moody’s, respectively, \$5 million if the ratings are not less than “A+” and “A1”, \$3 million if the ratings are not less than “A” and “A2”, and \$0, if either rating is lower. These bilateral requirements are established to mitigate potential credit risk exposure. As of June 30, 2013, neither the Agency nor any counterparty had been required to post collateral.

#### *Amortization Risk*

The Agency is subject to amortization risk because prepayments from the mortgage loan portfolio may cause the outstanding principal amount of variable rate bonds to decline faster than the amortization of the notional amount of the swap. To ameliorate amortization risk, termination options were structured within most of the outstanding swaps to enable the Agency to manage the outstanding balances of variable rate bonds and notional swap amounts. (See Terms of Swaps) Additionally, the Agency may terminate outstanding swaps in whole or in part at fair value at any time if it is not in default thereunder.

#### *Basis Risk*

The potential for basis risk exists when variable interest payments on the Agency’s bonds do not equal variable interest receipts payable by the counterparty under the associated swap. The variable rate the Agency pays on its bonds resets weekly, but the variable rate received on its swaps is based upon a specified percentage of the one-month taxable LIBOR rate or the SIFMA index rate, plus a specified spread if the swap relates to tax-exempt bonds. Basis risk will vary over time due to inter-market conditions. As of June 30, 2013, the interest rate on the Agency’s variable rate tax-exempt debt ranged from 0.06% to 0.07% per annum while the variable interest rate on the associated swaps ranged from 0.14% to 0.44% per annum. As of June 30, 2013, the interest rate on the Agency’s variable rate taxable debt was 0.20% per annum while the variable interest rate on the corresponding swaps ranged from 0.19% to 0.20% per annum. In order to reduce the cumulative effects of basis risk on the swaps relating to tax-exempt variable rate debt, the determination of the spread from one-month LIBOR payable by the counterparty under the swap was based upon a regression analysis of the long-term relationship between one-month LIBOR and the tax-exempt variable rate SIFMA index (which ordinarily would approximate the weekly variable rate on the Agency’s tax-exempt variable rate bonds).

#### *Tax Risk*

The structure of the variable interest rate payments the Agency receives from its LIBOR-based swap contracts relating to tax-exempt variable rate bonds is based upon the historical long-term relationship between taxable and tax-exempt short-term interest rates. Tax risk represents the risk that may arise due to a change in the tax code that may fundamentally alter this relationship. The Agency chose to assume this risk at the time the swaps were entered into because it was not economically favorable to transfer to the swap counterparties.

#### Derivative Instruments- Forward Sales Contracts

The Agency has entered into forward sales contracts for the future delivery of Ginnie Mae and Fannie Mae securities in order to lock-in the price. The contracts offset the financial impact to the Agency of changes in interest rates between the time of loan reservations and the securitization and sale of such loans as Ginnie Mae or Fannie Mae securities. These contracts are considered investment derivative instruments. Therefore, the change in value is reported as unrealized gains (losses) on investments. Outstanding forward sales contracts, summarized by counterparty as of June 30, 2013, are as follows (in thousands):



**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Derivative  
Instruments-  
Forward Sales  
Contracts  
(continued)**

<b>Counterparty Short-Term Rating</b>	<b>Number of Contracts</b>	<b>Notional Amount</b>	<b>Original Price</b>	<b>Market Price</b>	<b>Fair Value ***</b>
A-1* / F1**	12	\$14,500	\$14,791	\$14,901	\$ (110)
F1**	15	47,500	48,471	47,046	1,425
A-2*	14	26,750	27,319	26,903	416
	41	\$88,750	\$90,581	\$88,850	\$1,731

\* Standard and Poor's Rating Services, Inc

\*\* Fitch Ratings, Ltd

\*\*\* A positive fair value represents money due to the agency by the counterparty upon liquidation of the commitment to sell mortgage-backed securities while a negative fair value represents the amount payable by the Agency.

**Conduit Debt  
Obligation**

On December 21, 2005, the Agency issued tax-exempt bonds on a conduit basis to assist a Minnesota nonprofit organization in preserving assisted elderly rental housing. The proceeds of the bonds were used by the organization to refinance certain HUD Section 202 elderly housing projects. The bonds were sold on a private placement basis. As of June 30, 2013, \$29.6 million of the bonds were outstanding. Neither the Agency, the State of Minnesota, nor any political subdivision thereof is obligated in any manner for repayment of the bonds. Accordingly, the bonds are not reported as liabilities in the accompanying financial statements.

**Appropriation  
Debt Obligation**

The Agency has outstanding bonds under a certain indenture of trust that permits capital funding for permanent supportive housing for long-term homeless households and other purposes. As of June 30, 2013, \$30.840 million of bonds were outstanding. These bonds are secured solely by state appropriations. This debt is not a general obligation of the Agency and is not payable from any funds or assets of the Agency other than the appropriations the Agency expects to receive from the State General Fund pursuant to a standing appropriation made by the Legislature in 2008. Thus, the bonds are not recorded as a liability in the accompanying financial statements.

**Accounts  
Payable**

Accounts payable and other liabilities at June 30, 2013 consisted of the following (in thousands):

<b>Funds</b>	<b>Arbitrage Rebate Payable to the Federal Government and Yield Compliance Liability</b>	<b>Accrued Salaries, Compensated Absences and Employee Benefits</b>	<b>Other Liabilities and Accounts Payable</b>	<b>Total</b>
General Reserve Account	\$ -	\$2,708	\$1,444	\$ 4,152
Rental Housing	2,854	-	18	2,872
Residential Housing Finance	113	-	1,129	1,242
Homeownership Finance	-	-	78	78
Multifamily Housing	-	-	-	-
State Appropriated	-	-	2,508	2,508
Federal Appropriated	-	-	446	446
Combined Totals	\$2,967	\$2,708	\$5,623	\$11,298

The amount of arbitrage rebate payable and yield compliance liability that is not due within one year in Rental Housing is \$2.854 million and in Residential Housing Finance \$0.113 million, for a total of \$2.967 million.

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Interfund  
Balances**

Interfund balances displayed as Interfund Payable (Receivable) at June 30, 2013 consisted of the following (in thousands):

Funds	Due from							Total
	General Reserve	Rental Housing	Residential Housing Finance	Home-ownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated	
General Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$167	\$609	\$ 776
Rental Housing	-	-	-	-	-	-	-	-
Residential Housing Finance	1,716	-	-	-	-	54	-	1,770
Homeownership Finance	-	-	-	-	-	-	-	-
Multifamily Housing	-	-	-	-	-	-	-	-
State Appropriated	-	-	-	-	-	-	-	-
Federal Appropriated	-	-	-	-	-	-	-	-
Agency-wide Totals	<u>\$1,716</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$221</u>	<u>\$609</u>	<u>\$2,546</u>

All balances resulted from the time lag between the dates that: (1) interfund goods or services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

**Interfund  
Transfers**

Interfund transfers recorded in Interfund Payable (Receivable) for the year ended June 30, 2013 consisted of the following (in thousands):

Funds	Transfer from							Total
	General Reserve	Rental Housing	Residential Housing Finance	Home-ownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated	
General Reserve	\$ -	\$ 1,260	\$13,379	\$3,718	\$97	\$ 794	\$530	\$19,778
Rental Housing	-	-	1,182	1	-	-	-	1,183
Residential Housing Finance	-	8,848	-	9	-	2,319	-	11,176
Homeownership Finance	-	-	-	-	-	-	-	-
Multifamily Housing	-	-	-	-	-	-	-	-
State Appropriated	-	-	-	-	-	-	-	-
Federal Appropriated	-	116	-	-	-	-	-	116
Agency-wide Totals	<u>\$ -</u>	<u>\$10,224</u>	<u>\$14,561</u>	<u>\$3,728</u>	<u>\$97</u>	<u>\$3,113</u>	<u>\$530</u>	<u>\$32,253</u>

Interfund transfers recorded in Interfund Payable (Receivable) were made to move loan payments that were deposited for administrative convenience in a fund not holding the loans; to make administrative reimbursements to the General Reserve from other funds; to pay for loans transferred between funds including \$2.319 million of entry cost assistance loans transferred from Residential Housing Finance to State Appropriated and \$8.848 million of multifamily first mortgage loans transferred from Residential Housing Finance to Rental Housing; and to make payments from Rental Housing to Residential Housing Finance on loans outstanding between those funds.

# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

#### Interfund Transfers (continued)

Interfund transfers recorded in Non-operating Transfer of Assets Between Funds for the year ended June 30, 2013, consisted of the following (in thousands):

Transfer to	Funds	Transfer from						Total
		General Reserve	Rental Housing	Residential Housing Finance	Home-ownership Finance	Multifamily Housing	State Appropriated	Federal Appropriated
	General Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Rental Housing	-	-	-	-	-	-	-
	Residential Housing Finance	5,897	-	-	-	-	-	5,897
	Homeownership Finance	-	-	12,583	-	-	-	12,583
	Multifamily Housing	-	-	-	-	-	-	-
	State Appropriated	-	-	-	-	-	-	-
	Federal Appropriated	-	-	-	-	-	-	-
	Agency-wide Totals	\$5,897	\$ -	\$12,583	\$ -	\$ -	\$ -	\$18,480

Interfund transfers recorded in Non-operating Transfer of Assets Between Funds normally result from bond sale contributions to new debt issues in other funds, the transfer of assets to maintain the Housing Endowment Fund (Pool 1) requirement and periodic transfers from the bond funds of assets in excess of bond resolution requirements.

#### Net Position

##### *Restricted by Bond Resolution*

The Restricted by Bond Resolution portion of Net Position represents those funds restricted within the respective bond resolution due to the specific provisions of the bond resolutions.

##### *Restricted by Covenant*

In accordance with provisions of the respective bond resolutions, the Agency may transfer excess money from bond funds to General Reserve. The Agency has pledged to deposit in General Reserve any such funds transferred from the bond funds, except for any amounts as may be necessary to reimburse the state for money appropriated to restore a deficiency in any debt service reserve fund. The Agency further covenanted that it will use the money in General Reserve (or any such transferred funds deposited directly in the Alternative Loan Fund) only for the administration and financing of programs in accordance with the policy and purpose of Minnesota Housing's enabling legislation, including reserves for the payment of bonds and of loans made from the proceeds thereof, and will accumulate and maintain therein such a balance of funds and investments as will be sufficient for that purpose. All interfund transfers are approved by the Board of the Agency.

In order to provide financial security for the Agency's general obligation bonds, and to provide additional resources for housing loans to help meet the housing needs of low- and moderate-income Minnesota residents, the Agency's Board adopted the investment guidelines in the following table. These guidelines are periodically evaluated in consideration of changes in the economy and in the Agency's specific risk profile.

The \$470.239 million restricted by covenant portion of net position is restricted by a covenant made with bondholders authorized by the Agency's enabling legislation.

The Housing Endowment Fund (Pool 1) is maintained in the Restricted by Covenant portion of Net Position of the General Reserve. The Housing Investment Fund (Pool 2) and the Housing Affordability Fund (Pool 3) are maintained in the Restricted by Covenant portion of Net Position of the Residential Housing Finance fund.

The combined net position of the General Reserve and bond funds (exclusive of Pool 3 and accumulated unrealized gains/losses on investments) is required by Board investment guidelines to be not less than the combined net position of the same funds (exclusive of cumulative unrealized gains/losses on investments) as

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Net Position  
(continued)**

of the immediately preceding fiscal year end. That combined net position was \$675.356 million as of June 30, 2012 and \$675.908 million as of June 30, 2013.

The following table describes the restricted by covenant portion of net position, including the balances to be maintained according to the Agency's Board investment guidelines, as of June 30, 2013 (in thousands):

<b>Net Position — Restricted By Covenant</b>	<b>Certain Balances Maintained According to Agency's Board Guidelines</b>	<b>Unrealized Appreciation (Depreciation) in Fair Market Value of Investments</b>	<b>Total Net Assets Restricted by Covenant</b>
<b>Housing Endowment Fund (Pool 1), General Reserve</b>			
Pool 1 is an amount equal to 1% of gross loans outstanding (excluding Pool 3 and appropriated loans) and must be invested in short-term, investment-grade securities at market interest rates	\$ 16,048	\$ -	\$ 16,048
Unrealized depreciation in fair market value of investments, excluding multifamily development escrow investments	-	-	-
Subtotal, Housing Endowment Fund (Pool 1), General Reserve	\$ 16,048	\$ -	\$ 16,048
<b>Housing Investment Fund (Pool 2), Residential Housing Finance</b>			
An amount that causes the combined net assets in the General Reserve Account and bond funds (exclusive of Pool 3 and cumulative unrealized gains/losses on investments) to be the greater of the combined net assets of the same funds for the immediately preceding audited fiscal year end or the combined net assets of the same funds for the immediately preceding fiscal year end plus current fiscal year income over expenses and transfers to Pool 2 less an amount transferred to Pool 3 (\$19,000 for fiscal year 2013). Pool 2 is invested in investment-quality housing loans, as defined by the Agency, or investment-grade securities.	367,641	-	367,641
Unrealized depreciation in fair market value of investments	-	(2,381)	(2,381)
Subtotal, Housing Investment Fund (Pool 2), Residential Housing Finance	367,641	(2,381)	365,260
<b>Housing Affordability Fund (Pool 3), Residential Housing Finance</b>			
Funds in excess of the combined requirement of Pool 1, Pool 2 and General Reserve may be transferred to Pool 3. Assets are invested in deferred loans, zero percent and low interest-rate loans, other loans with higher than ordinary risk factors, or, pending use, investment-grade securities.	88,399	-	88,399
Unrealized appreciation in fair market value of investments	-	532	532
Subtotal, Housing Affordability Fund (Pool 3), Residential Housing Finance	88,399	532	88,931
Agency-wide Total	\$472,088	\$(1,849)	\$470,239

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**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

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**Net Position  
(continued)**

*Restricted by Law*

Undisbursed, recognized federal and state appropriations are classified as Restricted by Law under Net Position. The \$8.033 million balance of Restricted by Law in the Federal Appropriated fund as of June 30, 2013 is restricted by federal requirements that control the use of the funds. The \$102.085 million balance of Restricted by Law in the State Appropriated fund as of June 30, 2013 is restricted by the state laws appropriating such funds.

**Defined Benefit  
Pension Plan**

The Agency contributes to the Minnesota State Retirement System (the System), a multiple-employer public employee retirement system, which provides pension benefits for all permanent employees.

Employees who retire at “normal” retirement age or, for those hired on or before June 30, 1989, at an age where they qualify for the “Rule of 90” (i.e., at an age where age plus years of service equals or exceeds 90) are entitled to an unreduced monthly benefit payable for life. For those hired on or before June 30, 1989, normal retirement age is age 65, or age 62 with 30 years of service. For those hired after June 30, 1989, normal retirement age is the Social Security retirement age. The monthly benefit is calculated according to the “step formula” for anyone retiring under the Rule of 90. For those hired on or before June 30, 1989 and not retiring under the Rule of 90, the monthly benefit is calculated according to the step formula or the “level formula,” whichever provides the largest benefit. For those hired after June 30, 1989, the monthly benefit is calculated according to the level formula. Under the step formula, an employee earns a 1.2% credit for each of the first 10 years of employment and a 1.7% credit for each year thereafter. The monthly benefit is then determined by applying the sum of these credits to the average monthly salary earned during the employee’s five years of greatest earnings. Under the level formula the monthly benefit is computed just as it is under the step formula except that an employee earns a 1.7% credit for each year of employment, not just for those years beyond the first 10. A reduced benefit is available to those retiring at age 55 with at least three years of service. With 30 years of service, a reduced benefit is available at any age to those hired on or before June 30, 1989. The System also provides death and disability benefits. Benefits are established by Minnesota state law.

The statutory pension contribution rates for the employee and employer (as a percentage of salary) are 5% each.

The Agency’s pension contribution to the System for the fiscal year ended June 30, 2013 was \$756 thousand.

Details of the benefit plan are provided on a System-wide basis. The Agency portion is not separately determinable. The funding status of the System’s benefit plan is summarized as follows.

**Schedule of Funding Progress (dollars in thousands)**

<b>Actuarial Valuation Date</b>	<b>Actuarial Value of Assets</b>	<b>Actuarial Accrued Liability</b>	<b>Unfunded Actuarial Accrued Liability (UAAL)</b>	<b>Funded Ratio</b>	<b>Actual Covered Payroll (Previous FY)</b>	<b>UAAL as a % of Covered Payroll</b>
7/1/2012	\$9,162,301	\$11,083,227	\$1,920,926	82.67%	\$2,367,160	81.15%
7/1/2011	9,130,011	10,576,481	1,446,470	86.32%	2,440,580	59.27%
7/1/2010	8,960,391	10,264,071	1,303,680	87.30%	2,327,398	56.01%

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Defined Benefit  
Pension Plan  
(continued)**

**Schedule of Employer Contributions (dollars in thousands)**

<b>Year Ended June 30</b>	<b>Actuarially Required Contribution Rate of Assets</b>	<b>Actual Covered Payroll</b>	<b>Actual Member Contributions</b>	<b>Annual Required Employer Contributions</b>	<b>Actual Employer Contributions*</b>	<b>Percent Contributed</b>
2012	11.03%	\$2,367,160	\$118,358	\$142,740	\$115,159	80.68%
2011	10.99%	2,440,580	122,029	146,191	118,563	81.10%
2010	14.85%	2,327,398	115,180	230,439	113,716	49.35%

\* This includes contributions from other sources (if applicable).

The information presented was as of July 1, 2012, which is the latest actuarial information available.

The above summarizes the defined benefit pension plan. Please refer to the July 1, 2012, Minnesota State Employees Retirement Fund Actuarial Valuation and Review for a more comprehensive description. The actuarial valuation and review can be obtained from the financial information page of the Minnesota State Retirement System website at [www.msrs.state.mn.us](http://www.msrs.state.mn.us). The information contained in that website is also available in alternative formats to individuals with disabilities. Please call 1 800-657 5757 or use the MN Relay Service at 1 800-627 3529.

**Post-Employment  
Benefits Other  
Than Pensions**

The Agency's employees participate in the State of Minnesota-sponsored hospital, medical, and dental insurance group. State statute requires that former employees and their dependents be allowed to continue participation indefinitely, under certain conditions, in the insurance that the employees participated in immediately before retirement. The former employees must pay the entire premium for continuation coverage. An implicit rate subsidy exists for the former participants that elect to continue coverage. That subsidy refers to the concept that retirees under the age of 65 (i.e. not eligible for Medicare) generate greater claims on average than active participants.

The State of Minnesota obtains an actuarial valuation from an independent firm of its postretirement medical benefits and to determine its other postemployment benefits (OPEB) liability. The state intends to fund the OPEB liability on a "pay as you go" basis. The NOO is \$139 thousand for fiscal year 2013. The NOO was recorded as an expense and a corresponding liability by the Agency. This is a cost sharing plan. The State of Minnesota has not prepared separate financial statements for the plan. The actuarial method used to determine the actuarial accrued liability and the annual required contribution was the entry age normal method. The assumed discount rate was 4.75% and the assumed payroll growth rate was 3.75%. Future retirees who are eligible for an implicit subsidy are assumed to elect coverage at a 50% rate. The projected annual medical claims cost trend rate is 9.13% initially, reduced by decrements to an ultimate rate of 5.0% for the year 2026 and beyond. Mortality was determined using 1983 Group Annuity Mortality Tables.

The funding status, from the report dated July 31, 2012, which is the latest available, is described in the following tables on a plan-wide basis. The Agency portion is not separately determinable. The State of Minnesota also subsidizes the healthcare and dental premium rates for certain other state agency retirees. That liability is reflected in the tables along with the implicit rate subsidy.

**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

**Post-Employment  
Benefits Other  
Than Pensions  
(continued)**

**Schedule of Funding Progress (dollars in thousands)**

<b>Actuarial Valuation Date</b>	<b>Actuarial Value of Assets</b>	<b>Actuarial Accrued Liability</b>	<b>Unfunded Actuarial Accrued Liability (UAAL)</b>	<b>Funded Ratio</b>	<b>Covered Payroll</b>	<b>UAAL as a % of Covered Payroll</b>
7/1/2008	\$ -	\$664,452	\$664,452	0.00%	\$1,891,300	35.13%
7/1/2010	-	693,297	693,297	0.00%	2,048,761	33.84%
7/1/2012	-	573,135	573,135	0.00%	1,904,671	30.09%

**Schedule of Employer Contributions (dollars in thousands)**

<b>Fiscal Year Ended</b>	<b>Annual OPEB Cost</b>	<b>Employer Contribution</b>	<b>Percentage Contributed</b>	<b>Net OPEB Obligation</b>
6/30/2010	\$67,663	\$28,343	41.89%	\$112,447
6/30/2011	66,526	34,208	51.42%	144,765
6/30/2012	70,195	46,519	66.27%	168,441
6/30/2013	59,317	33,772	56.93%	193,986

**Development of NOO and Annual OPEB Cost Pursuant to GASB No. 45 (dollars in thousands)**

<b>Fiscal Year Ended</b>	<b>Annual Required Contribution (ARC)</b>	<b>Employer Contribution</b>	<b>Interest on NOO</b>	<b>ARC Adjustment with Interest</b>	<b>Amort- ization Factor</b>	<b>Annual OPEB Cost</b>	<b>Change in NOO</b>	<b>NOO Balance</b>
6/30/2010	\$67,018	\$28,343	\$3,474	\$2,828	27.0839	\$67,663	\$39,320	\$112,447
6/30/2011	65,534	34,208	5,341	4,349	27.0839	66,526	32,318	144,765
6/30/2012	68,918	46,519	6,876	5,599	27.0839	70,195	23,676	168,441
6/30/2013	58,052	33,772	8,001	6,736	26.1946	59,317	25,545	193,986

**Risk  
Management**

Minnesota Housing is exposed to various insurable risks of loss related to tort; theft of, damage to, or destruction of assets; errors or omissions; and employer obligations. Minnesota Housing manages these risks through State of Minnesota insurance plans including the State of Minnesota Risk Management Fund (a self-insurance fund) and through purchased insurance coverage. Property, casualty, liability, and crime coverage is provided by the Minnesota Risk Management Fund which may also purchase other insurance from qualified insurers for Minnesota Housing's needs. Minnesota Housing bears a \$1,000 deductible per claim for the following coverage limits.

<b>Type of Coverage</b>	<b>Coverage Limits</b>
Real and personal property loss	\$ 5,091,369
Business interruption/loss of use/extra expense	50,000,000
Bodily injury and property damage per person	500,000
Bodily injury and property damage per occurrence	1,500,000
Faithful performance/commercial crime	14,000,000
Employee dishonesty	250,000



# MINNESOTA HOUSING FINANCE AGENCY

## Notes to Financial Statements

### Year ended June 30, 2013 (continued)

#### Risk Management (continued)

Minnesota Housing retains the risk of loss, although there have been no settlements or actual losses in excess of coverage in the last three fiscal years.

The Agency participates in the State Employee Group Insurance Plan, which provides life insurance and hospital, medical, and dental benefits coverage through provider organizations.

Minnesota Housing participates in the State of Minnesota Workers' Compensation Program. Annual premiums are assessed by the program based on average costs and claims. Minnesota Housing workers compensation costs and claims have been negligible during the last three fiscal years.

#### Commitments

As of June 30, 2013, the Agency had committed the following amounts for the purchase or origination of future loans or other housing assistance amounts (in thousands):

<b>Funds</b>	<b>Amount</b>
General Reserve Account	\$ -
Rental Housing	49,060
Residential Housing Finance	191,139
Homeownership Finance	-
Multifamily Housing	-
State Appropriated	49,184
Federal Appropriated	18,796
Agency Wide Totals	<u>\$308,179</u>

Board-approved selections of future loans or other housing assistance for multifamily housing projects are included in the above table. Multifamily developers frequently proceed with their projects based upon their selection by the Board and, therefore, a selection is treated like a de facto commitment although it is merely a reservation of funds. The Agency retains the unilateral discretion to cancel any reservation of funds that has not been formally and legally committed.

The Agency has cancellable lease commitments for office facilities through August 2017 and for parking through February 2014, totaling \$4.522 million. Combined office facilities and parking lease expense for fiscal year 2013 was \$1.201 million.

On June 30, 2013 the Agency had in place a revolving line of credit with the Federal Home Loan Bank of Des Moines. Draws against the line of credit are required to be collateralized with mortgage-backed securities which reside in Pool 2. \$48.609 million of mortgage-backed securities were pledged as of June 30, 2013. The advances taken during fiscal year 2013 were used to purchase and warehouse mortgage-backed securities in Pool 2. The line of credit activity for the year ended June 30, 2013, is summarized as follows (in thousands):

<b>Beginning Balance</b>	<b>Draws</b>	<b>Repayments</b>	<b>Ending Balance</b>
\$ 0	\$ 133,000	\$ 123,000	\$ 10,000

The Agency is a party to various litigation arising in the ordinary course of business. While the ultimate effect of such actions cannot be predicted with certainty, the Agency expects that the outcome of these matters will not result in a material adverse effect on the financial position or results of operations of the Agency.



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**MINNESOTA HOUSING FINANCE AGENCY**  
**Notes to Financial Statements**  
**Year ended June 30, 2013 (continued)**

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**Subsequent  
Events**

The Agency called for redemption subsequent to June 30, 2013 the following bonds (in thousands):

<b>Program</b>	<b>Retirement Date</b>	<b>Par</b>
Homeownership Finance	July 1, 2013	\$ 5,465
Residential Housing Finance	July 1, 2013	100,975
Rental Housing	August 1, 2013	205
Homeownership Finance	September 1, 2013	3,025
Residential Housing Finance	September 1, 2013	4,315

On May 23, 2013, the Board of the Agency adopted a series resolution authorizing the issuance of bonds for the purpose of providing funds for certain of the Agency's homeownership programs. The Homeownership Finance Bonds, 2013 Series C, in the principal amount of \$37 million were delivered on July 25, 2013.

On July 25, 2013, the Board of the Agency adopted a series resolution authorizing the issuance of bonds for the purpose of providing funds for certain of the Agency's multifamily programs. The Rental Housing, 2013 Series A-1 and A-2, in the principal amount of \$5.065 million were delivered on August 14, 2013.

On July 25, 2013, the Board of the Agency adopted a series resolution authorizing the issuance of bonds for the purpose of providing funds for certain of the Agency's multifamily programs. The Rental Housing, 2013 Series B-1 and B-2, in the principal amount of \$3.135 million are expected to be delivered on August 21, 2013.

On August 6, 2013 the Board of the Agency authorized the issue of bonds for the purpose of providing funds for certain of the Agency's homeownership programs. The HOMES 2013 Series A-1 and Series B-1 in the principal amounts of \$24.374 and \$4.694 are expected to be delivered on August 20, 2013.

Minnesota Housing at times packages a portion of its loan production into mortgage backed securities (MBS) guaranteed by FNMA or GNMA and sells the MBSs through a bidding process directly to investors in what is referred to as the "To-Be-Announced" (TBA) market in lieu of selling tax-exempt bonds to finance its loan production. Wells Fargo Bank, National Association (Wells Fargo) has developed the HOMES program (Home Ownership Mortgage-backed Exempt Securities) whereby the Agency may issue and sell limited obligations of the Agency (HOMES Certificates), each secured by an MBS, to Wells Fargo, at the discretion of the Agency. Wells Fargo bids a price on each such HOMES Certificate (effectively a price for the MBS) which could be higher than the prevailing market for such MBS. Minnesota Housing is not committed to selling any HOMES Certificates to Wells Fargo, but may choose to do so when Wells Fargo bids a price on such HOMES Certificates that is higher than the price the Agency could obtain by directly selling the MBSs in the TBA market. The HOMES Certificates will be limited obligations of the Agency. Minnesota Housing will not make a general obligation pledge to secure the HOMES Certificates and, since there will be no debt service reserve fund, there will be no moral obligation backing from the State of Minnesota.

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**MINNESOTA HOUSING FINANCE AGENCY**  
**Supplementary Information (Unaudited)**  
**General Reserve and Bond Funds**  
**Five Year Financial Summary (in thousands)**  
**Fiscal Years 2009 – 2013**

		<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>Loans Receivable net (as of June 30)</b>	Multifamily programs	\$ 348,563	\$ 334,565	\$ 329,452	\$ 339,306	\$ 345,069
	Homeownership programs	1,934,766	1,780,911	1,589,329	1,372,835	1,171,657
	Home Improvement programs	108,893	116,713	111,670	98,987	88,008
	<b>Total</b>	<b>\$2,392,222</b>	<b>\$2,232,189</b>	<b>\$2,030,451</b>	<b>\$1,811,128</b>	<b>\$1,604,734</b>
<b>Mortgage-backed securities, net, at par (as of June 30)</b>	Program mortgage-backed securities	\$ -	\$ 32,321	\$ 349,676	\$ 621,678	\$ 801,771
	Warehoused mortgaged-backed securities	-	107,330	49,688	5,081	56,007
	<b>Total</b>	<b>\$ -</b>	<b>\$ 139,651</b>	<b>\$ 399,364</b>	<b>\$ 626,759</b>	<b>\$ 857,778</b>
<b>Bonds Payable, net (as of June 30)</b>	Multifamily programs	\$ 162,288	\$ 165,085	\$ 172,692	\$ 119,667	\$ 85,721
	Homeownership programs	2,296,445	2,524,422	2,372,722	2,050,422	2,050,462
	Home Improvement programs	15,000	15,000	10,000	-	-
	<b>Total</b>	<b>\$2,473,733</b>	<b>\$2,704,507</b>	<b>\$2,555,414</b>	<b>\$2,170,089</b>	<b>\$2,136,183</b>
<b>Mortgage-backed securities purchased, at par and loans purchased or originated during fiscal year</b>	Multifamily programs	\$ 41,897	\$ 20,874	\$ 33,956	\$ 51,091	\$ 36,757
	Homeownership programs	207,050	55,891	31,372	12,736	18,999
	Program and warehoused mortgage-backed securities	-	140,992	288,580	248,423	296,751
	Home Improvement programs	17,977	32,299	22,780	11,245	10,627
	<b>Total</b>	<b>\$ 266,924</b>	<b>\$ 250,056</b>	<b>\$ 376,688</b>	<b>\$ 323,495</b>	<b>\$ 363,134</b>
<b>Net Position (as of June 30)</b>	Total Net Position *	\$ 68,242	\$ 683,233	\$ 683,638	\$ 724,098	\$ 686,500
	Percent of total assets and deferred outflows of resources *	20.2%	19.1%	19.9%	23.5%	23.0%
<b>Revenue over Expenses</b>	Revenues over expenses for the fiscal year *	\$ 6,118	\$ 14,991	\$ 14,305	\$ 57,460	\$ (18,598)

Notes:

\* Excludes Pool 3

**MINNESOTA HOUSING FINANCE AGENCY**  
**Supplementary Information (Unaudited)**  
**Statement of Net Position (in thousands)**  
**General Reserve and Bond Funds**  
**As of June 30, 2013 (with comparative totals as of June 30, 2012)**

		<b>Bond Funds</b>			
		<b>Residential Housing Finance</b>			
		<b>General Reserve</b>	<b>Rental Housing</b>	<b>Bonds</b>	<b>Pool 2</b>
<b>Assets</b>	Cash and cash equivalents	\$54,314	\$ 14,865	\$ 218,043	\$ 21,114
	Investments-program mortgage-backed securities	-	-	123,909	-
	Investment securities-other	34,547	8,112	53,433	82,891
	Loans receivable, net	-	160,482	1,106,420	292,614
	Interest receivable on loans and program mortgage-backed securities	-	792	10,185	1,585
	Interest receivable on investments	101	27	382	185
	FHA/VA insurance claims, net	-	-	8,399	276
	Real estate owned, net	-	-	9,270	12
	Unamortized bond issuance costs	-	1,091	7,830	-
	Capital assets, net	2,930	-	-	-
	Other assets	1,041	10	31	1,079
	<b>Total assets</b>	<b>92,933</b>	<b>185,379</b>	<b>1,537,902</b>	<b>399,756</b>
<b>Deferred outflows of Resources</b>	Deferred loss on interest rate swap agreements	-	-	27,429	-
	<b>Total assets and deferred outflows of resources</b>	<b>\$92,933</b>	<b>\$185,379</b>	<b>\$1,565,331</b>	<b>\$399,756</b>
<b>Liabilities</b>	Bonds payable, net	\$ -	\$ 70,831	\$1,355,941	\$ 10,000
	Interest payable	-	1,293	28,442	1
	Interest rate swap agreements	-	-	27,429	-
	Deferred revenue-service release fees	-	-	-	6,863
	Accounts payable and other liabilities	4,152	2,872	866	348
	Interfund payable (receivable)	940	-	3	17,284
	Funds held for others	68,863	-	-	-
	<b>Total liabilities</b>	<b>73,955</b>	<b>74,996</b>	<b>1,412,681</b>	<b>34,496</b>
	<b>Total liabilities and deferred inflows of resources</b>	<b>73,955</b>	<b>74,996</b>	<b>1,412,681</b>	<b>34,496</b>
	<b>Commitments and contingencies</b>				
<b>Net Position</b>	Restricted by bond resolution	-	110,383	152,650	-
	Restricted by covenant	16,048	-	-	365,260
	Restricted by law	-	-	-	-
	Invested in capital assets	2,930	-	-	-
	<b>Total net position</b>	<b>18,978</b>	<b>110,383</b>	<b>152,650</b>	<b>365,260</b>
	<b>Total liabilities, deferred inflows, and net position</b>	<b>\$92,933</b>	<b>\$185,379</b>	<b>\$1,565,331</b>	<b>\$399,756</b>

<b>Bond Funds</b>		<b>General Reserve &amp; Bond Funds Excluding Pool 3</b>	<b>General Reserve &amp; Bond Funds Excluding Pool 3</b>	<b>Residential Housing Finance Pool 3</b>	<b>General Reserve &amp; Bond Funds</b>	<b>General Reserve &amp; Bond Funds</b>
<b>Home-ownership Finance</b>	<b>Multifamily Housing</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2012</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2012</b>
\$ 30,248	\$ 801	\$ 339,385	\$ 370,138	\$ 5,156	\$ 344,541	\$ 371,159
690,783	-	814,692	667,282	-	814,692	667,282
2,000	428	181,411	166,139	33,373	214,784	196,679
-	14,416	1,573,932	1,782,556	30,802	1,604,734	1,811,128
2,153	54	14,769	14,727	87	14,856	14,803
1	1	697	1,124	32	729	1,260
-	-	8,675	9,321	-	8,675	9,321
-	-	9,282	15,566	-	9,282	15,566
5,032	157	14,110	13,354	-	14,110	13,354
-	-	2,930	1,937	-	2,930	1,937
20	-	2,181	1,155	452	2,633	1,156
730,237	15,857	2,962,064	3,043,299	69,902	3,031,966	3,103,645
-	-	27,429	39,634	-	27,429	39,634
<u>\$730,237</u>	<u>\$15,857</u>	<u>\$2,989,493</u>	<u>\$3,082,933</u>	<u>\$ 69,902</u>	<u>\$3,059,395</u>	<u>\$3,143,279</u>
\$684,521	\$14,890	\$2,136,183	\$2,170,089	\$ -	\$2,136,183	\$2,170,089
7,339	37	37,112	42,987	-	37,112	42,987
-	-	27,429	39,634	-	27,429	39,634
-	-	6,863	5,477	-	6,863	5,477
78	-	8,316	9,760	28	8,344	9,834
-	-	18,227	17,326	(19,057)	(830)	(606)
-	-	68,863	73,562	-	68,863	73,562
691,938	14,927	2,302,993	2,358,835	(19,029)	2,283,964	2,340,977
<u>691,938</u>	<u>14,927</u>	<u>2,302,993</u>	<u>2,358,835</u>	<u>(19,029)</u>	<u>2,283,964</u>	<u>2,340,977</u>
38,299	930	302,262	331,630	-	302,262	331,630
-	-	381,308	390,531	88,931	470,239	468,735
-	-	-	-	-	-	-
-	-	2,930	1,937	-	2,930	1,937
38,299	930	686,500	724,098	88,931	775,431	802,302
<u>\$730,237</u>	<u>\$15,857</u>	<u>\$2,989,493</u>	<u>\$3,082,933</u>	<u>\$ 69,902</u>	<u>\$3,059,395</u>	<u>\$3,143,279</u>

# MINNESOTA HOUSING FINANCE AGENCY

## Supplementary Information (Unaudited)

### Statement of Revenues, Expenses and Changes in Net Position (in thousands)

#### General Reserve and Bond Funds

Year ended June 30, 2013 (with comparative totals for year ended June 30, 2012)

		<b>Bond Funds</b>			
		<b>Residential Housing Finance</b>			
		<b>General Reserve</b>	<b>Rental Housing</b>	<b>Bonds</b>	<b>Pool 2</b>
<b>Revenues</b>	Interest earned on loans	\$ -	\$ 10,045	\$ 68,231	\$ 18,745
	Interest earned on investments-program mortgage-backed securities	-	-	3,154	-
	Interest earned on investments-other	118	514	3,399	1,935
	Administrative reimbursement	19,820	-	-	-
	Fees earned and other income	9,386	391	-	1,214
	Unrealized gains (losses) on Investments	-	(515)	(6,605)	1,423
	Total revenues	29,324	10,435	68,179	23,317
<b>Expenses</b>	Interest	-	4,040	61,769	31
	Loan administration and trustee fees	-	105	3,601	1,446
	Administrative reimbursement	-	1,259	9,589	2,537
	Salaries and benefits	19,135	-	-	-
	Other general operating	5,427	-	-	-
	Reduction in carrying value of certain low interest rate deferred loans	-	(23)	-	(297)
	Provision for loan losses	-	(340)	7,901	1,324
	Total expenses	24,562	5,041	82,860	5,041
	Revenue over (under) expenses	4,762	5,394	(14,681)	18,276
<b>Other changes</b>	Non-operating transfer of assets between funds	(5,897)	-	(315)	(25,371)
	Change in net position	(1,135)	5,394	(14,996)	(7,095)
<b>Net Position</b>	Total net position, beginning of year	20,113	104,989	167,646	372,355
	Total net position, end of year	<u>\$18,978</u>	<u>\$110,383</u>	<u>\$152,650</u>	<u>\$365,260</u>

<b>Bond Funds</b>		<b>General Reserve &amp; Bond Funds Excluding Pool 3</b>	<b>General Reserve &amp; Bond Funds Excluding Pool 3</b>	<b>Residential Housing Finance Pool 3</b>	<b>General Reserve &amp; Bond Funds</b>	<b>General Reserve &amp; Bond Funds</b>
<b>Home-ownership Finance</b>	<b>Multifamily Housing</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2012</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2012</b>
\$ -	\$661	\$ 97,682	\$114,694	\$ 497	\$ 98,179	\$115,223
23,632	-	26,786	20,827	-	26,786	20,827
2	1	5,969	13,340	960	6,929	13,957
-	-	19,820	21,622	-	19,820	21,622
-	-	10,991	10,220	194	11,185	10,341
(32,306)	(22)	(38,025)	39,947	(905)	(38,930)	40,875
(8,672)	640	123,223	220,650	746	123,969	222,845
19,772	454	86,066	99,320	-	86,066	99,320
273	4	5,429	5,775	15	5,444	5,787
3,718	97	17,200	17,926	1,125	18,325	18,983
-	-	19,135	17,541	-	19,135	17,541
-	-	5,427	5,236	5,037	10,464	7,453
-	-	(320)	(768)	2,403	2,083	4,640
-	(1)	8,884	18,160	439	9,323	18,959
23,763	554	141,821	163,190	9,019	150,840	172,683
(32,435)	86	(18,598)	57,460	(8,273)	(26,871)	50,162
12,583	-	(19,000)	(17,000)	19,000	-	-
(19,852)	86	(37,598)	40,460	10,727	(26,871)	50,162
58,151	844	724,098	683,638	78,204	802,302	752,140
<u>\$ 38,299</u>	<u>\$930</u>	<u>\$686,500</u>	<u>\$724,098</u>	<u>\$88,931</u>	<u>\$775,431</u>	<u>\$802,302</u>

**MINNESOTA HOUSING FINANCE AGENCY**  
**Supplementary Information (Unaudited)**  
**Statement of Cash Flows (in thousands)**  
**General Reserve and Bond Funds**  
**Year ended June 30, 2013 (with comparative totals for year ended June 30, 2012)**

		Bond Funds			
				Residential Housing Finance	
		General Reserve	Rental Housing	Bonds	Pool 2
Cash flows from operating activities	Principal repayments on loans and program mortgage-backed securities	\$ -	\$ 22,475	\$ 164,173	\$ 35,509
	Investment in loans and program mortgage-backed securities	-	(5,816)	(45,788)	(50,896)
	Interest received on loans and program mortgage-backed securities	-	9,699	67,783	17,976
	Other operating	-	-	-	-
	Fees and other income received	9,550	391	-	8,078
	Salaries, benefits and vendor payments	(23,387)	(136)	(3,878)	(7,911)
	Administrative reimbursement from funds	19,650	(1,259)	(9,589)	(2,537)
	Deposits into funds held for others	28,973	-	-	-
	Disbursements made from funds held for others	(33,898)	-	-	-
	Interfund transfers and other assets	(2,586)	1,172	(42)	(1,968)
	Net cash provided (used) by operating activities	(1,698)	26,526	172,659	(1,749)
Cash flows from noncapital financing activities	Proceeds from sale of bonds and notes	-	-	336,583	133,000
	Principal repayment on bonds and notes	-	(34,105)	(483,125)	(123,000)
	Interest paid on bonds and notes	-	(4,040)	(63,264)	(30)
	Financing costs paid related to bonds issued	-	(23)	(2,071)	-
	Agency contribution to program funds	-	-	1,420	(7,375)
	Transfer of cash between funds	(5,603)	-	-	5,603
	Net cash provided (used) by noncapital financing activities	(5,603)	(38,168)	(210,457)	8,198
Cash flows from investing activities	Investment in real estate owned	-	-	(4,995)	(373)
	Interest received on investments	544	842	3,895	1,818
	Proceeds from sale of mortgage insurance claims/real estate owned	-	-	59,592	1,076
	Proceeds from maturity, sale or transfer of investment securities	-	16,087	51,333	351,330
	Purchase of investment securities	(29,473)	(10,481)	(57,819)	(356,978)
	Purchase of loans between funds	-	(8,848)	14	8,479
	Net cash provided (used) by investing activities	(28,929)	(2,400)	52,020	5,352
	Net increase (decrease) in cash and cash equivalents	(36,230)	(14,042)	14,222	11,801
Cash and cash equivalents	Beginning of year	90,544	28,907	203,821	9,313
	End of year	\$ 54,314	\$ 14,865	\$ 218,043	\$ 21,114



<b>Bond Funds</b>		<b>General Reserve &amp; Bond Funds Excluding Pool 3</b>	<b>Residential Housing Finance Pool 3</b>	<b>General Reserve &amp; Bond Funds</b>	<b>General Reserve &amp; Bond Funds</b>
<b>Homeownership Finance</b>	<b>Multifamily Housing</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2012</b>
\$ 57,169	\$ 137	\$ 279,463	\$ 1,811	\$ 281,274	\$ 234,998
(202,070)	-	(304,570)	(9,567)	(314,137)	(370,939)
24,133	653	120,244	496	120,740	126,878
35	-	35	(5,010)	(4,975)	(2,144)
-	-	18,019	194	18,213	15,938
(284)	(79)	(35,675)	(88)	(35,763)	(32,232)
(3,718)	(97)	2,450	(1,125)	1,325	2,564
-	-	28,973	-	28,973	31,297
-	-	(33,898)	-	(33,898)	(36,087)
(10)	-	(3,434)	191	(3,243)	(816)
(124,745)	614	71,607	(13,098)	58,509	(30,543)
285,148	-	754,731	-	754,731	339,630
(146,726)	(110)	(787,066)	-	(787,066)	(722,970)
(21,493)	(451)	(89,278)	-	(89,278)	(100,690)
(2,383)	-	(4,477)	-	(4,477)	(3,099)
5,955	-	-	-	-	-
-	-	-	-	-	-
120,501	(561)	(126,090)	-	(126,090)	(487,129)
-	-	(5,368)	-	(5,368)	(7,252)
2	-	7,101	477	7,578	9,704
-	-	60,668	-	60,668	83,236
135	-	418,885	20,932	439,817	878,137
(2,000)	(450)	(457,201)	(6,850)	(464,051)	(550,676)
-	-	(355)	2,674	2,319	1,995
(1,863)	(450)	23,730	17,233	40,963	415,144
(6,107)	(397)	(30,753)	4,135	(26,618)	(102,528)
36,355	1,198	370,138	1,021	371,159	473,687
\$ 30,248	\$ 801	\$ 339,385	\$ 5,156	\$ 344,541	\$ 371,159

(Continued)

# MINNESOTA HOUSING FINANCE AGENCY

## Supplementary Information (Unaudited)

### Statement of Cash Flows (in thousands)

#### General Reserve and Bond Funds (continued)

Year ended June 30, 2013 (with comparative totals for year ended June 30, 2012)

		Bond Funds			
		Residential Housing Finance			
		General Reserve	Rental Housing	Bonds	Pool 2
Reconciliation of revenue over (under) expenses to net cash provided by operating activities	Revenues over (under) expenses	\$ 4,762	\$ 5,394	\$(14,681)	\$ 18,276
	Adjustments to reconcile revenues over (under) expenses to net cash provided (used) by operating activities:				
	Amortization of premiums (discounts) and fees on loans and program mortgage-backed securities	-	(107)	1,176	(819)
	Depreciation	1,511	-	-	-
	Realized losses (gains) on sale of securities, net	-	(52)	(31)	(61)
	Unrealized losses (gains) on securities, net	-	515	6,605	(1,423)
	Provision for loan losses	-	(340)	7,901	1,324
	Reduction in carrying value of certain low interest rate and/or deferred loans	-	(23)	-	(297)
	Capitalized interest on loans and real estate owned	-	-	(4,691)	(46)
	Interest earned on investments	(118)	(502)	(3,472)	(1,874)
	Interest expense on bonds and notes	-	4,040	61,769	31
	Changes in assets and liabilities:				
	Decrease (increase) in loans receivable and program mortgage backed securities, excluding loans transferred between funds	-	16,659	118,385	(15,387)
	Decrease (increase) in interest receivable on loans	-	86	45	96
	Increase (decrease ) in arbitrage rebate liability	-	(285)	(28)	-
	Increase (decrease) in accounts payable	-	(35)	(277)	397
	Increase (decrease) in interfund payable, affecting operating activities only	(47)	1,182	(42)	(1,953)
	Increase (decrease) in funds held for others	(4,925)	-	-	-
	Other	(2,881)	(6)	-	(13)
	Total	(6,460)	21,132	187,340	(20,025)
	Net cash provided (used) by operating activities	\$(1,698)	\$26,526	\$172,659	\$ (1,749)

<b>Bond Funds</b>		<b>General Reserve &amp; Bond Funds Excluding Pool 3</b>	<b>Residential Housing Finance Pool 3</b>	<b>General Reserve &amp; Bond Funds</b>	<b>General Reserve &amp; Bond Funds</b>
<b>Homeownership Finance</b>	<b>Multifamily Housing</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2013</b>	<b>Total For The Year Ended June 30, 2012</b>
<u>\$ (32,435)</u>	<u>\$ 86</u>	<u>\$(18,598)</u>	<u>\$ (8,273)</u>	<u>\$(26,871)</u>	<u>\$ 50,162</u>
771	(9)	1,012	10	1,022	526
-	-	1,511	-	1,511	1,286
-	-	(144)	(675)	(819)	(4,005)
32,306	22	38,025	905	38,930	(40,875)
-	(1)	8,884	439	9,323	18,959
-	-	(320)	2,403	2,083	4,640
-	-	(4,737)	-	(4,737)	(6,475)
(2)	(1)	(5,969)	(285)	(6,254)	(9,992)
19,772	454	86,066	-	86,066	99,320
(144,901)	137	(25,107)	(7,756)	(32,863)	(135,941)
(270)	1	(42)	(11)	(53)	(674)
-	-	(313)	-	(313)	(2,509)
29	(75)	39	(46)	(7)	611
(10)	-	(870)	642	(228)	66
-	-	(4,925)	-	(4,925)	(4,790)
(5)	-	(2,905)	(451)	(3,356)	(852)
<u>(92,310)</u>	<u>528</u>	<u>90,205</u>	<u>(4,825)</u>	<u>85,380</u>	<u>(80,705)</u>
<u>\$(124,745)</u>	<u>\$614</u>	<u>\$ 71,607</u>	<u>\$(13,098)</u>	<u>\$ 58,509</u>	<u>\$(30,543)</u>

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## Other Information

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### Board of Directors

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*Bond Counsel*  
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*Financial Advisor*  
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RBC Capital Markets, Morgan Stanley, Piper Jaffray & Co.

*Certified Public Accountants*  
CliftonLarsonAllen® LLP

### Location

Minnesota Housing is located at 400 Sibley Street, Suite 300, Saint Paul, Minnesota 55101-1998.

For further information, please write, call or visit our web site.

(651) 296-7608 (general phone number)

(800) 657-3769 (toll free)

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**APPENDIX B**

**CERTAIN FINANCIAL STATEMENTS OF THE AGENCY  
(EXCLUDING STATE APPROPRIATED AND FEDERAL APPROPRIATED FUNDS)**

**AS OF MARCH 31, 2014**

**AND FOR THE NINE MONTHS THEN ENDED (UNAUDITED)**

**AS PREPARED BY THE AGENCY'S ACCOUNTING DEPARTMENT**

## **DISCLAIMER**

The following information with respect to the General Reserve, Homeownership Finance, Multifamily Housing, Rental Housing, Residential Housing Finance ("RHFB") excluding Pool 3, and RHFB Pool 3 (the "Funds") as of March 31, 2014 and for the nine-month period then ended was prepared by the Agency, and, in the opinion of the Agency, includes all accounting adjustments necessary for a fair statement of the financial position and results of operations of these Funds as of March 31, 2014 and for the nine-month period then ended, subject to year-end adjustments.

State and federal appropriated funds are excluded from this presentation because assets and revenues of these funds are not pledged or available to support bonds or other obligations of the Agency or its general obligation pledge in respect thereof.

Financial results for RHFB Pool 3 are reported separately from other Funds' results because the Agency has made no commitment to retain any net position balance in that fund. This fund is not pledged to the payment of any debt obligations of the Agency but, to the extent net position are available in this fund, they are generally available to pay any debt obligation of the Agency.

This presentation excludes management's discussion and analysis which is required by generally accepted accounting principles. This information has not been reviewed by independent auditors and is not accompanied by any opinion from them. The information in this Appendix B should be read in connection with the audited financial statements included in Appendix A, including the notes to those financial statements.

**General Reserve & Bond Funds**  
**Statement of Net Position**  
**as of**  
**March 31, 2014**  
**(unaudited)**  
**(with comparative totals as of March 31, 2013)**  
**(in thousands)**

	Bond Funds											
	Residential Housing Finance										Fiscal 2014 General Reserve and Bond Funds as of March 31, 2014	Fiscal 2013 General Reserve and Bond Funds as of March 31, 2014*
	General Reserve	Rental Housing	Bonds	Pool 2	Homeownership Finance Bonds	Multifamily Housing Bonds	MHFA Homes	General Reserve and Bond Funds Excluding Pool 3	RHFB Pool 3			
Assets												
Cash and cash equivalents	\$ 55,172	\$ 17,543	\$ 104,480	\$ 18,688	\$ 24,249	\$ 822	\$ -	\$ 220,954	\$ 19,149	\$ 240,103	\$ 305,718	
Investments-program mortgage-backed securities	-	-	166,603	-	670,447	-	-	837,050	-	837,050	822,581	
Investment securities-other	34,632	12,308	68,327	67,594	2,800	430	31,517	217,608	38,320	255,928	142,308	
Loans receivable, net	-	147,954	983,517	307,261	-	14,674	-	1,453,406	29,852	1,483,258	1,665,872	
Interest receivable on loans and program mortgage-backed securities	-	726	7,381	1,428	2,096	54	-	11,685	69	11,754	14,724	
Interest receivable on investments	106	73	576	213	1	3	83	1,055	78	1,133	915	
FHA/VA insurance claims, net	-	-	4,288	112	-	-	-	4,400	-	4,400	8,421	
Real estate owned, net	-	-	13,520	56	-	-	-	13,576	-	13,576	10,110	
Capital assets, net	3,019	-	-	-	-	-	-	3,019	-	3,019	2,365	
Other assets	946	5	8	22	5	-	-	986	-	986	2,089	
Total assets	93,875	178,609	1,348,700	395,374	699,598	15,983	31,600	2,763,739	87,468	2,851,207	2,975,103	
Deferred Outflows of Resources												
Deferred loss on interest rate swap agreements	-	-	22,076	-	-	-	-	22,076	-	22,076	34,923	
Total assets and deferred outflows of resources	\$ 93,875	\$ 178,609	\$ 1,370,776	\$ 395,374	\$ 699,598	\$ 15,983	\$ 31,600	\$ 2,785,815	\$ 87,468	\$ 2,873,283	\$ 3,010,026	
Liabilities												
Bonds payable, net	\$ -	\$ 62,880	\$ 1,190,735	\$ -	\$ 664,421	\$ 14,720	\$ 31,747	\$ 1,964,503	\$ -	\$ 1,964,503	\$ 2,061,846	
Interest payable	-	468	12,392	-	3,738	37	83	16,718	-	16,718	19,507	
Interest rate swap agreements	-	-	22,076	-	-	-	-	22,076	-	22,076	34,923	
Accounts payable and other liabilities	4,574	2,450	806	201	35	-	-	8,066	1	8,067	8,266	
Interfund payable (receivable)	500	6	-	(742)	-	-	-	(236)	-	(236)	(180)	
Funds held for others	71,053	-	-	-	-	-	(230)	70,823	-	70,823	72,708	
Total liabilities	76,127	65,804	1,226,009	(541)	668,194	14,757	31,600	2,081,950	1	2,081,951	2,197,070	
Deferred Inflows of Resources												
Deferred loss on refunding	-	(759)	(400)	-	-	-	-	(1,159)	-	(1,159)	(1,544)	
Deferred revenue-service release fees	-	-	-	7,142	-	-	-	7,142	-	7,142	6,657	
Total deferred inflows of resources	-	(759)	(400)	7,142	-	-	-	5,983	-	5,983	5,113	
Total liabilities and deferred inflows of resources	76,127	65,045	1,225,609	6,601	668,194	14,757	31,600	2,087,933	1	2,087,934	2,202,183	
Commitments and Contingencies												
Net Position												
Restricted by bond resolution	-	113,564	145,167	-	31,404	1,226	-	291,361	-	291,361	324,985	
Restricted by covenant	14,729	-	-	388,773	-	-	-	403,502	87,467	490,969	480,493	
Invested in capital assets	3,019	-	-	-	-	-	-	3,019	-	3,019	2,365	
Total net position	17,748	113,564	145,167	388,773	31,404	1,226	-	697,882	87,467	785,349	807,843	
Total liabilities, deferred inflows, and net position	\$ 93,875	\$ 178,609	\$ 1,370,776	\$ 395,374	\$ 699,598	\$ 15,983	\$ 31,600	\$ 2,785,815	\$ 87,468	\$ 2,873,283	\$ 3,010,026	

\* Restated to conform to GASB 65.

Refer to disclaimer on page B-2.

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**General Reserve & Bond Funds**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**for the nine months ended**  
**March 31, 2014**  
**(unaudited)**  
**(with comparative totals for the nine months ended March 31, 2014)**  
**(in thousands)**

	Bond Funds							General Reserve and Bond Funds Excluding Pool 3	RHFB Pool 3	Fiscal 2014 General Reserve and Bond Funds Nine Months Ended March 31, 2014	Fiscal 2013 General Reserve and Bond Funds Nine Months Ended March 31, 2013*
	General Reserve	Rental Housing	Residential Housing Finance		Homeownership Finance Bonds	Multifamily Housing Bonds	MHFA Homes				
			Bonds	Pool 2							
<b>Revenues</b>											
Interest earned on loans	\$ -	\$ 7,365	\$ 44,092	\$ 14,301	\$ -	\$ 485	\$ -	\$ 66,243	\$ 231	\$ 66,474	\$ 75,356
Interest earned on investments-program mortgage-backed securities	-	-	2,808	-	18,874	-	-	21,682	-	21,682	19,644
Interest earned on investments-other	75	299	1,699	(1,484)	3	5	611	1,208	481	1,689	5,587
Net G/L on Sale of MBS Held for Sale/HM	-	-	-	3,195	-	-	822	4,017	-	4,017	-
Administrative reimbursement	14,279	-	-	-	-	-	-	14,279	-	14,279	14,570
Fees earned and other income	7,074	551	-	979	12	-	-	8,616	75	8,691	8,186
Unrealized (losses)gains on investments	-	(5)	(593)	(1,080)	(2,337)	2	-	(4,013)	589	(3,424)	1,059
<b>Total revenues</b>	<b>21,428</b>	<b>8,210</b>	<b>48,006</b>	<b>15,911</b>	<b>16,552</b>	<b>492</b>	<b>1,433</b>	<b>112,032</b>	<b>1,376</b>	<b>113,408</b>	<b>124,402</b>
<b>Expenses</b>											
Interest	-	2,674	39,420	25	15,801	334	611	58,865	-	58,865	66,547
Loan administration and trustee fees	-	69	2,366	1,281	199	6	-	3,921	9	3,930	4,064
Administrative reimbursement	-	866	6,472	1,898	3,286	72	-	12,594	891	13,485	13,849
Salaries and benefits	15,410	-	-	-	-	-	-	15,410	-	15,410	14,102
Other general operating	4,732	-	-	-	-	-	-	4,732	2,685	7,417	7,412
Reduction in carrying value of certain low interest rate deferred loans	-	(16)	-	-	-	-	-	(16)	81	65	1,892
Provision for loan losses	-	1,791	(2,177)	754	-	-	-	368	111	479	8,374
<b>Total expenses</b>	<b>20,142</b>	<b>5,384</b>	<b>46,081</b>	<b>3,958</b>	<b>19,286</b>	<b>412</b>	<b>611</b>	<b>95,874</b>	<b>3,777</b>	<b>99,651</b>	<b>116,240</b>
<b>Revenues over (under) expenses</b>	<b>1,286</b>	<b>2,826</b>	<b>1,925</b>	<b>11,953</b>	<b>(2,734)</b>	<b>80</b>	<b>822</b>	<b>16,158</b>	<b>(2,401)</b>	<b>13,757</b>	<b>8,162</b>
<b>Other changes</b>											
Non-operating transfer of assets between funds	(2,516)	-	134	4,403	(1,783)	-	(822)	(584)	584	-	-
Change in net position	(1,230)	2,826	2,059	16,356	(4,517)	80	-	15,574	(1,817)	13,757	8,162
<b>Net Position</b>											
Total net position, beginning of period	18,978	110,738	143,108	372,417	35,921	1,146	-	682,308	89,284	771,592	799,681
Total net position, end of period	\$ 17,748	\$ 113,564	\$ 145,167	\$ 388,773	\$ 31,404	\$ 1,226	\$ -	\$ 697,882	\$ 87,467	\$ 785,349	\$ 807,843

\* Restated to conform to GASB 65.



**General Reserve & Bond Funds**  
**Statement of Cash Flows**  
**for the nine months ended**  
**March 31, 2014**  
**(unaudited)**  
**(with comparative totals for the nine months ended March 31, 2013)**  
**(in thousands)**

<u>Bond Funds</u>											
<u>Residential Housing Finance</u>											
	General Reserve	Rental Housing	Bonds	Pool 2	Homeownership Finance Bonds	Multifamily Housing	MHFA Homes	General Reserve and Bond Funds Excluding Pool 3	RHFB Pool 3	Fiscal 2014 General Reserve and Bond Funds Nine Months Ended March 31, 2014	Fiscal 2013 General Reserve and Bond Funds Nine Months Ended March 31, 2013*
Cash flows from operating activities:											
Principal repayments on loans and program mortgage-backed securities	\$ -	\$ 20,527	\$ 92,002	\$ 24,212	\$ 52,202	\$ 115	\$ -	\$ 189,058	\$ 2,630	\$ 191,688	\$ 210,073
Investment in loans and program mortgage-backed securities	-	(8,125)	(51,017)	(32,185)	(37,372)	-	-	(128,699)	(3,814)	(132,513)	(260,057)
Interest received on loans and program mortgage-backed securities	-	6,935	45,629	13,844	19,462	485	-	86,355	492	86,847	91,445
Other operating	-	-	-	-	-	-	-	-	(2,685)	(2,685)	(3,086)
Fees and other income received	7,045	551	-	8,121	12	-	-	15,729	75	15,804	15,009
Salaries, benefits and vendor payments	(17,924)	(58)	(2,878)	(8,286)	(231)	(6)	-	(29,383)	(35)	(29,418)	(27,973)
Administrative reimbursement from funds	14,812	(863)	(6,472)	(1,898)	(3,286)	(72)	-	2,221	(891)	1,330	1,145
Deposits into funds held for others	23,713	-	-	-	-	-	-	23,713	-	23,713	22,403
Disbursements made from funds held for others	(22,032)	-	-	-	-	-	-	(22,032)	-	(22,032)	(23,432)
Interfund transfers and other assets	(1,884)	8	(3)	1,176	-	-	-	(703)	508	(195)	(2,524)
Net cash provided (used) by operating activities	3,730	18,975	77,261	4,984	30,787	522	-	136,259	(3,720)	132,539	23,003
Cash flows from noncapital financing activities:											
Proceeds from sale of bonds and notes	-	8,330	51,764	119,000	37,000	-	32,543	248,637	-	248,637	533,173
Principal repayment on bonds and notes	-	(17,215)	(211,870)	(129,000)	(54,446)	(170)	(796)	(413,497)	-	(413,497)	(636,029)
Interest paid on bonds and notes	-	(3,062)	(55,028)	(15)	(19,041)	(334)	(528)	(78,008)	-	(78,008)	(86,412)
Financing costs paid related to bonds issued	-	(262)	(1,624)	(11)	(357)	-	-	(2,254)	-	(2,254)	(2,587)
Agency contribution to program funds	-	-	1,135	(787)	855	-	(1,203)	-	-	-	-
Transfer of cash between funds	(3,366)	-	-	3,366	-	-	-	-	-	-	-
Net cash provided (used) by noncapital financing activities	(3,366)	(12,209)	(215,623)	(7,447)	(35,989)	(504)	30,016	(245,122)	-	(245,122)	(191,855)
Cash flows from investing activities:											
Investment in real estate owned	-	-	(3,280)	(87)	-	-	-	(3,367)	-	(3,367)	(3,988)
Interest received on investments	494	112	1,879	1,527	3	3	528	4,546	252	4,798	5,836
Net gain(loss) on Sale of MBS Held for Sale and HOME Certificates	-	-	-	3,195	-	-	1,203	4,398	-	4,398	-
Proceeds from sale of mortgage insurance claims/real estate owned	-	-	41,619	550	-	-	-	42,169	-	42,169	47,991
Proceeds from maturity, sale or transfer of investment securities	-	22	5,116	308,739	-	-	796	314,673	23,536	338,209	346,182
Purchase of investment securities	-	(4,222)	(20,535)	(313,887)	(800)	-	(32,543)	(371,987)	(8,127)	(380,114)	(292,611)
Purchase of loans between funds	-	-	-	-	-	-	-	-	2,052	2,052	1
Net cash provided (used) by investing activities	494	(4,088)	24,799	37	(797)	3	(30,016)	(9,568)	17,713	8,145	103,411
Net increase (decrease) in cash and cash equivalents	858	2,678	(113,563)	(2,426)	(5,999)	21	-	(118,431)	13,993	(104,438)	(65,441)
Cash and cash equivalents:											
Beginning of period	54,314	14,865	218,043	21,114	30,248	801	-	339,385	5,156	344,541	371,159
End of period	\$ 55,172	\$ 17,543	\$ 104,480	\$ 18,688	\$ 24,249	\$ 822	\$ -	\$ 220,954	\$ 19,149	\$ 240,103	\$ 305,718

\* Restated to conform to GASB 65.

**General Reserve & Bond Funds**  
**Statement of Cash Flows, continued**  
**for the nine months ended**  
**March 31, 2014**  
**(unaudited)**  
**(with comparative totals for the nine months ended March 31, 2013)**  
**(in thousands)**

	Bond Funds									Fiscal 2014 General Reserve and Bond Funds Nine Months Ended March 31, 2014	Fiscal 2013 General Reserve and Bond Funds Nine Months Ended March 31, 2013*
			Residential Housing Finance					General Reserve and Bond Funds Excluding Pool 3	RHFB Pool 3		
	General Reserve	Rental Housing	Bonds	Pool 2	Homeownership Finance Bonds	Multifamily Housing	MHFA Homes				
Reconciliation of revenue over (under) expenses to net cash provided (used) by operating activities:											
Revenues over (under) expenses	\$ 1,286	\$ 2,826	\$ 1,925	\$ 11,953	\$ (2,734)	\$ 80	\$ 822	\$ 16,158	\$ (2,401)	\$ 13,757	\$ 8,162
Adjustments to reconcile revenues over (under) expenses to net cash provided (used) by operating activities:											
Amortization of (discounts) premiums and fees on loans and program mortgage-backed securities		(199)	120	(538)	531			(86)	243	157	466
Amortization of premium and fees on sale of HOMES certificates	-	-	-	202	-	-	381	583	-	583	-
Depreciation	1,287	-	-	-	-	-	-	1,287	-	1,287	1,121
(Loss) on sale of MBS held for sale and HOMES certificates	-	-	-	(3,397)	-	-	(1,203)	(4,600)	-	(4,600)	-
Realized losses (gains) on securities, net	-	-	58	2,941	-	-	-	2,999	(41)	2,958	(851)
Unrealized losses (gains) losses on securities, net	-	5	593	1,080	2,337	(2)	-	4,013	(589)	3,424	(1,059)
Provision for loan losses	-	1,791	(2,177)	754	-	-	-	368	111	479	8,374
Reduction in carrying value of certain low interest rate and/or deferred loans	-	(16)	-	-	-	-	-	(16)	81	65	1,892
Capitalized interest on loans and real estate owned	-	(4)	(4,195)	(76)	-	-	-	(4,275)	-	(4,275)	(3,600)
Interest earned on investments	(75)	(159)	(1,753)	(1,457)	(3)	(5)	(611)	(4,063)	(440)	(4,503)	(4,900)
Interest expense on bonds and notes	-	2,674	39,420	25	15,801	334	611	58,865	-	58,865	66,547
Changes in assets and liabilities:											
Decrease (increase) in loans receivable and program mortgage backed securities, excluding loans transferred between funds	-	12,402	40,985	(7,973)	14,830	115	-	60,359	(1,184)	59,175	(49,984)
Decrease (increase) in interest receivable on loans	-	66	2,804	157	57	-	-	3,084	18	3,102	(26)
Increase (decrease) in arbitrage rebate liability	-	(430)	(4)	-	-	-	-	(434)	-	(434)	(223)
Increase (decrease) in accounts payable	844	8	(535)	133	(47)	-	-	403	(27)	376	(294)
(Decrease) increase in interfund payable, affecting operating activities only	410	6	(3)	123	-	-	-	536	57	593	295
Increase in funds held for others	1,681	-	-	-	-	-	-	1,681	-	1,681	(1,029)
Other	(1,703)	5	23	1,057	15	-	-	(603)	452	(151)	(1,887)
Total	2,444	16,149	75,336	(6,969)	33,521	442	(822)	120,101	(1,319)	118,782	14,842
Net cash provided (used) by operating activities	\$ 3,730	\$ 18,975	\$ 77,261	\$ 4,984	\$ 30,787	\$ 522	\$ -	\$ 136,259	\$ (3,720)	\$ 132,539	\$ 23,000

\* Restated to conform to GASB 65.

**General Reserve & Bond Funds  
Cash and Cash Equivalents  
(unaudited)**

Cash and Cash Equivalents

Cash and cash equivalents are stated at cost which approximates market value and comprise the following at March 31, 2014 (in thousands):

<u>Funds</u>	<u>Deposits</u>	<u>Money Market Funds</u>	<u>State Investment Pool</u>	<u>Investment Agreements</u>	<u>Combined Totals</u>
General Reserve	\$ -	\$ -	\$ 55,172	\$ -	\$ 55,172
Rental Housing	-	17,543	-	-	17,543
Residential Housing Finance:					
Bonds	1,947	92,482	-	10,051	104,480
Pool 2	361	18,327	-	-	18,688
Homeownership Finance	-	24,249	-	-	24,249
Multifamily Housing	-	822	-	-	822
MHFA Homes	-	-	-	-	-
Subtotal	2,308	153,423	55,172	10,051	220,954
Residential Housing Finance:					
Pool 3	(14)	19,163	-	-	19,149
Total	<u>\$ 2,294</u>	<u>\$ 172,586</u>	<u>\$ 55,172</u>	<u>\$ 10,051</u>	<u>\$ 240,103</u>

**General Reserve & Bond Funds  
Investment Securities  
(unaudited)**

Investment Securities

Investment securities (comprising US Treasuries, US Agencies, municipals, and mortgage-backed securities\*) are recorded at fair market value and were allocated to the following funds at March 31, 2014 (in thousands):

<u>Funds</u>	<u>Amortized Cost</u>	<u>Unrealized Appreciation in Fair Market Value</u>	<u>Estimated Fair Market Value</u>
General Reserve	\$ 34,550	\$ 82	\$ 34,632
Rental Housing	12,611	(303)	12,308
Residential Housing Finance:			
Bonds	236,565	(1,635)	234,930
Pool 2	67,923	(329)	67,594
Homeownership Finance	663,934	9,313	673,247
Multifamily Housing	450	(20)	430
MHFA Homes	31,747	(230)	31,517
Subtotal	1,047,780	6,878	1,054,658
Residential Housing Finance:			
Pool 3	37,710	610	38,320
Total	<u>\$ 1,085,490</u>	<u>\$ 7,488</u>	<u>\$ 1,092,978</u>

\*Mortgage-backed Securities Investments

Mortgage-backed securities (MBS) that are pledged as security for the payment of Agency bonds and are held in an acquisition account are presented as "Investments- program mortgage-backed securities" on the financial statements. The Agency may also hold non-program MBS which are included with "Investment securities-other." All investments, including program and non-program MBS, are reported at fair market value on the statement of net position. The difference between the fair market value and the amortized cost is presented as "unrealized gains (losses) on securities" on the statement of revenues, expenses and changes in net position.

**General Reserve & Bond Funds**  
**Loans Receivable, net**  
**(unaudited)**

Loans Receivable, net

Loans receivable, net at March 31, 2014 consist of the following (in thousands):

<u>Funds</u>	<u>Gross Loans Receivable</u>	<u>Allowance for Loan Losses</u>	<u>Loans Receivable, net</u>
General Reserve	\$ -	\$ -	\$ -
Rental Housing	155,879	(7,925)	147,954
Residential Housing Finance:			
Bonds	994,832	(11,315)	983,517
Pool 2	328,795	(21,534)	307,261
Homeownership Finance	-	-	-
Multifamily Housing	14,748	(74)	14,674
MHFA Homes	-	-	-
Subtotal	<u>1,494,254</u>	<u>(40,848)</u>	<u>1,453,406</u>
Residential Housing Finance:			
Pool 3	149,832	(119,980)	29,852
Total	<u>\$ 1,644,086</u>	<u>\$ (160,828)</u>	<u>\$ 1,483,258</u>

Included in the table above are certain loans residing in RHFB Pool 3 that are originated at interest rates ranging from 0% to 5% and repayment of which is deferred for up to 30 years. These loans are generally in either a second or lower mortgage position or may be unsecured. Given the nature of these loans and the risk associated with them, at the time of origination most are fully reserved resulting in a net carrying value of zero.

**General Reserve & Bond Funds**  
**Bonds Payable, net**  
**(unaudited)**

Bonds Payable, net

Bonds payable, net at March 31, 2014 consist of the following (in thousands):

<u>Funds</u>	<u>Par Bonds Outstanding</u>	<u>Bonds Payable, Net</u>
General Reserve	\$ -	\$ -
Rental Housing	62,880	62,880
Residential Housing Finance:		
Bonds	1,190,735	1,190,735
Pool 2	-	-
Homeownership Finance	664,421	664,421
Multifamily Housing	14,720	14,720
MHFA Homes	31,747	31,747
Subtotal	<u>1,964,503</u>	<u>1,964,503</u>
Residential Housing Finance:		
Pool 3	-	-
Total	<u>\$ 1,964,503</u>	<u>\$ 1,964,503</u>

## APPENDIX C

### SUMMARY OF CONTINUING DISCLOSURE UNDERTAKING

The following statements are extracted provisions of the Continuing Disclosure Undertaking to be executed by the Agency in connection with the issuance of the Series Bonds.

#### Purpose

This Disclosure Undertaking is executed and delivered by the Agency for the benefit of the holders and owners (the “Bondowners”) and the Beneficial Owners of the Series Bonds and in order to assist the Participating Underwriter in complying with the requirements of the Rule. There is no obligated person other than the Agency that is a party to the Disclosure Undertaking.

#### Definitions

In addition to the definitions set forth in the Resolutions, which apply to any capitalized term used in this Disclosure Undertaking, the following capitalized terms shall have the following meanings:

“*Annual Financial Information*” means the following financial information and operating data (in addition to Audited Financial Statements): information about the outstanding principal amounts and types of Program Securities pledged to the payment of Bonds outstanding under the Bond Resolution as the end of such fiscal year of a type substantially similar to that under the heading “Security for the Bonds—Program Securities Pledged under the Bond Resolution” in the Official Statement.

“*Annual Financial Information Disclosure*” means the dissemination of disclosure concerning Annual Financial Information and the dissemination of the Audited Financial Statements as described under “Annual Financial Information Disclosure” herein.

“*Audited Financial Statements*” means the audited financial statements of the Agency, prepared pursuant to the standards and as described under the caption “Annual Financial Information Disclosure.”

“*Beneficial Owners*” means (1) in respect of a Series Bond subject to a book-entry-only registration system, any person or entity that (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Series Bond (including persons or entities holding Series Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Series Bond for federal income tax purposes, and such person or entity provides to the Trustee evidence of such beneficial ownership in form and substance reasonably satisfactory to the Trustee; or (2) in respect of a Series Bond not subject to a book-entry-only registration system, the registered owner or owners thereof appearing in the bond register maintained by the Trustee, as Registrar.

“*Commission*” means the Securities and Exchange Commission.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended.

“*Listed Event*” means the occurrence of any of the events with respect to the Series Bonds set forth below:

1. Principal and interest payment delinquencies;
2. Nonpayment-related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;

5. Substitution of credit or liquidity providers, or their failure to perform;
6. 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 security, or other material events affecting the tax status of the security;
7. Modifications to rights of security holders, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution or sale of property securing repayment of the securities, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Agency (within the meaning of the Rule);
13. The consummation of a merger, consolidation or acquisition involving the Agency or the sale of all or substantially all of the assets of the Agency, 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; and
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

“*Listed Events Disclosure*” means dissemination of a notice of a Listed Event as described under the heading “Listed Events Disclosure” in this Appendix C.

“*MSRB*” means the Municipal Securities Rulemaking Board.

“*Participating Underwriter*” means each broker, dealer or municipal securities dealer acting as an underwriter in any primary offering of the Series Bonds.

“*Prescribed Form*” means, with regard to the filing of Annual Financial Information, Audited Financial Statements and notices of Listed Events with the MSRB at [www.emma.msrb.org](http://www.emma.msrb.org) (or such other address or addresses as the MSRB may from time to time specify), such electronic format, accompanied by such identifying information, as shall have been prescribed by the MSRB and which shall be in effect on the date of filing of such information.

“*Rule*” means Rule 15c2-12 adopted by the Commission under the Exchange Act, as the same may be amended from time to time.

“*Undertaking*” means the obligations of the Agency described under the headings “Annual Financial Information Disclosure” and “Listed Events Disclosure” in this Appendix C.

#### **Annual Financial Information Disclosure**

The Agency shall disseminate the Annual Financial Information and the Audited Financial Statements (in the form and by the dates set forth below) for each fiscal year of the Agency, commencing with the fiscal year ending June 30, 2014, by one of the following methods: (i) the Agency may deliver such Annual Financial Information and the Audited Financial Statements to the MSRB within 120 days of the completion of the Agency’s fiscal year or (ii) delivery of an Official Statement of the Agency to the MSRB within 120 days of the completion of



the Agency's fiscal year, but only to the extent such Official Statement includes such Annual Financial Information and Audited Financial Statements.

The Agency shall deliver such information in Prescribed Form and by such time so that such entities receive the information by the dates specified.

If any part of the Annual Financial Information can no longer be generated because the operations to which it is related have been materially changed or discontinued, the Agency shall disseminate a statement to such effect as part of its Annual Financial Information for the year in which such event first occurs.

If any amendment is made to this Disclosure Undertaking, the Annual Financial Information for the year in which such amendment is made (or in any notice or supplement provided to the MSRB) shall contain a narrative description of the reasons for such amendment and its impact on the type of information being provided.

All or a portion of the Annual Financial Information and the Audited Financial Statements may be included by reference to other documents which have been submitted to the MSRB or filed with the Commission. The Agency shall clearly identify each such item of information included by reference.

Annual Financial Information will be provided to the MSRB within 120 days after the last day of the Agency's fiscal year. Audited Financial Statements as described below should be filed at the same time as the Annual Financial Information. If Audited Financial Statements are not available when the Annual Financial Information is filed, unaudited financial statements shall be included, and Audited Financial Statements will be provided to the MSRB within 10 business days after availability to the Agency.

Audited Financial Statements will be prepared in accordance with generally accepted accounting principles in the United States as in effect from time to time.

If any change is made to the Annual Financial Information as permitted by the Disclosure Undertaking, including for this purpose a change made to the fiscal year-end of the Agency, the Agency will disseminate a notice to the MSRB of such change in Prescribed Form.

#### **Listed Events Disclosure**

The Agency shall disseminate in a timely manner, not in excess of 10 business days after the occurrence of the event, Listed Events Disclosure to the MSRB in Prescribed Form. Notwithstanding the foregoing, notice of optional or unscheduled redemption of any Series Bonds or defeasance of any Series Bonds need not be given under this Disclosure Undertaking any earlier than the notice (if any) of such redemption or defeasance is given to the owners of the Series Bonds pursuant to the Resolution. In addition, notice of the mandatory redemption of the Series Bonds is not required to be given as a Listed Event.

#### **Consequences of Failure of the Agency To Provide Information**

The Agency shall give notice in a timely manner, not in excess of 10 business days after the occurrence of the event, to the MSRB in Prescribed Form of any failure to provide Annual Financial Information Disclosure when the same is due hereunder.

In the event of a failure of the Agency to comply with any provision of this Disclosure Undertaking, the Bondowner or Beneficial Owner of any Series Bond may seek specific performance by court order to cause the Agency to comply with its obligations under this Disclosure Undertaking. A default under this Disclosure Undertaking shall not be deemed an Event of Default under the Resolution or any other agreement, and the sole remedy under this Disclosure Undertaking in the event of any failure of the Agency to comply with this Disclosure Undertaking shall be an action to compel performance.

#### **Amendment; Waiver**

Notwithstanding any other provision of this Disclosure Undertaking, the Agency may amend this Disclosure Undertaking, and any provision of this Disclosure Undertaking may be waived, if:

(i) The amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Agency or type of business conducted;

(ii) This Disclosure Undertaking, as amended, or the provision, as waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(iii) The amendment or waiver does not materially impair the interests of the Bondowners of the Series Bonds, as determined either by parties unaffiliated with the Agency (such as the Trustee) or by an approving vote of the Bondowners of the Series Bonds holding a majority of the aggregate principal amount of the Series Bonds (excluding Series Bonds held by or on behalf of the Agency or its affiliates) pursuant to the terms of the Resolution at the time of the amendment; or

(iv) The amendment or waiver is otherwise permitted by the Rule.

### **Termination of Undertaking**

This Disclosure Undertaking shall terminate when the Agency shall no longer have any legal liability for any obligation on or relating to the repayment of the Series Bonds. The Agency shall give notice to the MSRB in a timely manner and in Prescribed Form if the Undertaking is so terminated before the final stated maturity of the Series Bonds.

### **Additional Information**

Nothing in this Disclosure Undertaking shall be deemed to prevent the Agency from disseminating any other information, using the means of dissemination set forth in this Disclosure Undertaking or any other means of communication, or including any other information in any Annual Financial Information Disclosure or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Undertaking. If the Agency chooses to include any information from any document or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Undertaking, the Agency shall not have any obligation under this Disclosure Undertaking to update such information or include it in any future disclosure or notice of the occurrence of a Listed Event.

### **Beneficiaries**

This Disclosure Undertaking has been executed in order to assist the Participating Underwriter in complying with the Rule; however, this Disclosure Undertaking shall inure solely to the benefit of the Agency, the Bondowners and Beneficial Owners of the Series Bonds, and shall create no rights in any other person or entity.

### **Recordkeeping**

The Agency shall maintain records of all Annual Financial Information Disclosure and Listed Events Disclosure, including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

## APPENDIX D

### DEFINITIONS OF CERTAIN TERMS AND SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION

*The following statements are brief summaries of certain provisions of the Bond Resolution and particular provisions of the 2014 Series Resolution. Terms defined herein are identical in all material respects with the definitions in the Bond Resolution and the 2014 Series Resolution.*

#### CERTAIN DEFINED TERMS

*Business Day:* Any day (a) on which banks in the cities in which the Corporate Trust Office of the Trustee and the principal office of any applicable Paying Agent are located are not required or authorized by law to be closed and (b) on which the New York Stock Exchange is open.

*Cash Flow Certificate:* A certificate from an Authorized Officer giving effect to the action proposed to be taken and demonstrating that in the current and in each succeeding Fiscal Year in which Bonds are scheduled to be Outstanding that Revenues and other amounts expected to be on deposit in the Funds and Accounts established hereunder or under any Series Resolution (excluding, except to the extent otherwise provided in a Series Resolution, the Single Family Housing Fund) will be at least equal to all amounts required to be on deposit in order to pay the Debt Service on the Bonds and to maintain the balance in the Mortgage Reserve Fund at the Mortgage Reserve Requirement; provided that, to the extent specified in a Series Resolution, a Fund or Account (other than the Single Family Housing Fund as excluded above) shall not be taken into account when preparing such Cash Flow Certificate. The Cash Flow Certificate shall set forth the assumptions upon which the estimates therein are based, which assumptions shall be based upon the Agency's reasonable expectations at the time such Cash Flow Certificate is filed.

*Code:* The Internal Revenue Code of 1986, as amended, and the applicable temporary, proposed and final Treasury regulations promulgated thereunder or applicable thereto.

*Counterparty Hedge Payment:* A payment due to or received by the Agency from a Hedge Counterparty pursuant to a Hedge Agreement (including, but not limited to, payments in respect of any early termination of such Hedge Agreement) and amounts in respect thereof received by the Agency under any related Hedge Counterparty Guarantee.

*Debt Service:* As of the date of calculation and with respect to any particular Fiscal Year, an amount equal to the sum of (i) all interest payable on all Outstanding Bonds during such Fiscal Year, plus (ii) any Principal Installment with respect to all Outstanding Bonds during such Fiscal Year; provided, that, if any Bonds bear interest at a rate that is not, as of the date of calculation, determinable for all or any portion of a Fiscal Year, the Agency may make reasonable assumptions regarding the interest rate borne by such Bonds during such period.

*Fannie Mae:* The Federal National Mortgage Association, a federally-chartered and stockholder-owned corporation organized and existing under the Federal National Mortgage Association Charter Act, 12 U.S.C. §1716 et seq., or any successor thereto.

*Fannie Mae Security:* A single pool, guaranteed mortgage pass-through Fannie Mae Program Security, guaranteed as to timely payment of principal and interest by Fannie Mae and backed by Conventional Mortgage Loans, or FHA Insured or VA Guaranteed Program Loans, in the related mortgage pool.

*Federal Mortgage Agency:* GNMA, Fannie Mae, Freddie Mac and such other public or private agencies or corporations as the United States Congress may create for the purpose of housing finance and which are an agency or instrumentality of the United States or sponsored thereby.

*FHA:* The Federal Housing Administration of the Department of Housing and Urban Development or any agency or instrumentality of the United States of America succeeding to the mortgage insurance functions thereof.

*Finance or finance:* When used with reference to a Program Obligation, shall be construed to include (i) the making or purchase of such Program Obligation, (ii) the participation by the Agency, either with itself or with others, in the making or purchase thereof, or (iii) the permanent financing of a Program Obligation which has been temporarily financed by the Agency through the issuance of notes or other obligations or otherwise.

*Fiscal Year:* The period of 12 calendar months commencing on July 1 in any calendar year and ending on June 30 in the following year, or such other 12-month period as may be designated by the Agency by Agency Certificate delivered to the Trustee.

*Freddie Mac:* The Federal Home Loan Mortgage Corporation, a shareholder-owned government-sponsored enterprise organized and existing under the laws of the United States, created pursuant to the Federal Home Loan Mortgage Act (Title III of the Emergency Home Finance Act of 1970, as amended, 12 U.S.C. §§ 1451-1459), and any successor to its functions.

*Freddie Mac Security:* A single pool, guaranteed mortgage pass-through Freddie Mac program security, guaranteed as to timely payment of principal and interest by Freddie Mac and backed by Conventional Mortgage Loans, or FHA Insured or VA Guaranteed Program Loans, in the related mortgage pool.

*GNMA:* The Government National Mortgage Association, a government-sponsored enterprise organized and existing under the laws of the United States within HUD, and any successor to its functions. Its powers are prescribed generally by Title III of the National Housing Act, as amended (12 U.S.C., §1716 et seq.).

*GNMA Security:* The GNMA I Mortgage Pass-Through Certificate or a GNMA II Mortgage Pass-Through Certificate issued by the Servicer in the name of the Trustee in exchange for Mortgage Loans and guaranteed as to timely payment of principal and interest by GNMA pursuant to Section 306(g) of Title III of the National Housing Act of 1934 and the regulations promulgated thereunder, and in the form of Appendix 39 “Single Family Mortgage-Backed Certificate” of the GNMA Guide.

*GSE:* Either Fannie Mae or Freddie Mac or both, collectively, as the context may require.

*Hedge Agreement:* with respect to any Bonds, a payment exchange agreement, swap agreement, forward agreement or any other hedge agreement between the Agency and a Hedge Counterparty, as amended or supplemented, providing for payments between the parties based on levels of, or changes in, interest rates or other indices, including, without limitation, interest rate exchange agreements, floors or caps, which allows the Agency to manage or hedge payment, rate, spread or similar risk with respect to any Bonds outstanding or proposed to be issued and which is entered into in accordance with the Bond Resolution.

*Hedge Counterparty:* any Person with whom the Agency has from time to time entered into a Hedge Agreement, as specified in a Series Resolution or other resolution of the Agency.

*Hedge Counterparty Guarantee:* a guarantee in favor of the Agency given in connection with the execution and delivery of a Hedge Agreement, as specified in a Series Resolution or other resolution of the Agency.

*Interest Requirement:* With respect to Outstanding Bonds and as of any particular date of calculation, except as otherwise required in a Series Resolution with respect to a Series of Bonds, the amount equal to unpaid interest then due, plus an amount equal to the interest to become due on each Outstanding Bond of all Series on the next respective Interest Payment Date or Dates within the next succeeding six months and, if any Bonds bear interest at a rate which is not determinable to and including the day preceding the next Interest Payment Date thereon, the Interest Requirement shall be calculated as if such Bonds continue to bear interest to, but not including, the next Interest Payment Date at the interest rate in effect on the Bonds on the date of calculation.

*Investment Obligations:* Any of the following securities and other investments (other than Program Securities), if and to the extent the same are at the time legal for the investment of the Agency’s moneys:

(a) Direct obligations of, or obligations the timely payment of principal and interest on which are insured or guaranteed by, the United States of America, which obligations include, but are not limited to,

the following: (i) United States Treasury obligations which are direct or fully guaranteed obligations, and (ii) obligations, debentures, notes or other evidences of indebtedness issued or guaranteed by GNMA;

(b) Obligations (i) which are backed by the full faith and credit of any state of the United States of America, (ii) of any agency of the United States of America, or (iii) of any public corporation sponsored by the United States of America, provided that, at the time of purchase, such obligations shall not impair the Rating of any Outstanding Bonds;

(c) Federal Home Loan Mortgage Corporation participation certificates guaranteed by Freddie Mac as to timely payment of principal and interest and senior debt obligations;

(d) Fannie Mae's mortgage-backed securities and senior debt obligations, excluding interest-only stripped securities;

(e) Interest-bearing time or demand deposits, certificates of deposit or other similar banking arrangements with any bank, trust company, national banking association or other savings institution (including any Fiduciary) whose outstanding unsecured short-term debt obligations are rated by Moody's not less than P-1 (or such comparable rating from each Rating Agency then providing a rating on the Bonds); provided that (i) such deposits, certificates and other arrangements are fully insured by the Federal Deposit Insurance Corporation or guaranteed by the State, the proceeds of which insurance are timely available, or (ii) such Depository has combined capital and surplus of at least \$75,000,000 and such deposits, certificates and other arrangements are fully secured by obligations described in clause (a) or (b) of this definition, or a combination thereof, at such levels and valuation frequency as shall not impair the Rating of any Outstanding Bonds, or (iii) the deposit of funds with such Depository will not impair the Rating of any Outstanding Bonds;

(f) Any repurchase agreement and reverse repurchase agreement with banks which are members of the Federal Deposit Insurance Corporation, or with government bond dealers reporting to and trading with the Federal Reserve Bank of New York, which agreement is secured by obligations described in the preceding clauses (a) and (b) of this definition, as long as such agreement, as of the date of its execution and delivery, does not impair the Rating of any Outstanding Bonds;

(g) Shares of (i) an investment company registered under the federal investment company act of 1940, whose shares are registered under the federal securities act of 1933, whose only investments are in securities described in subparagraphs (a), (b) or (f) above, or (ii) a common trust fund established by a national banking association or a bank or trust company organized under the laws of any state with combined capital and surplus of at least \$75,000,000, under the supervision and regulation of the Comptroller of the Currency pursuant to 12 C.F.R. 9, or any successor regulation, whose only investments are in securities described in subparagraphs (a), (b) or (f) above, and, in the case of both (i) and (ii), which are not rated less than "Aaa" by Moody's (or such comparable rating from each Rating Agency then providing a Rating on the Bonds);

(h) Any investment contract with any provider as long as such investment contract, as of the date of its execution and delivery, does not impair the Rating of any Outstanding Bonds; and

(i) Any other investment that as of the date made does not impair the Rating of any Outstanding Bonds.

*Lender:* Unless otherwise provided in a Series Resolution, a Person executing a Participation Agreement and which is: (i) a bank, savings bank, credit union, mortgage company or nonprofit corporation organized or licensed under the laws of the State or the United States, or a mortgagee or lender approved or certified by the Secretary of Housing and Urban Development or by the Administrator of Veteran Affairs; or (ii) an agency or instrumentality of the United States or the State, or a political subdivision of the State.

*Master Servicer:* The Person designated as servicer under the Servicing Agreement, and its successors or assigns, or any substitute servicer designated by the Agency in accordance with the Servicing Agreement.

*Mortgage Reserve Requirement:* As of any particular date of computation, the sum of amounts, if any, established for each Series of Bonds by each Series Resolution.

*Other Obligations:* a Hedge Agreement or, if and to the extent provided in a Series Resolution or other resolution of the Agency, with respect to Bonds of one or more Series, an insurance policy insuring, or a letter of credit, line of credit, surety bond or standby bond purchase agreement providing a direct or indirect source of funds for, the timely payment of principal of or interest on such Bonds (but not necessarily principal due upon the acceleration thereof), or any or all of the remarketing agreements, depository agreements, credit facilities, reimbursement agreements, standby bond purchase agreements and the like pertaining to Bonds with a tender right granted to or tender obligation imposed on the Owner thereof.

*Outstanding:* When used with respect to Bonds, as of any date, all Bonds theretofore authenticated and delivered under the Resolution except:

(a) any Bond cancelled or delivered to the Trustee for cancellation on or before such date;

(b) any Bond (or any portion of any Bond) (i) for the payment or redemption of which there shall be held in trust under the Resolution and set aside for such payment or redemption, moneys and/or Government Obligations maturing or redeemable at the option of the holder thereof not later than such maturity or redemption date which, together with income to be earned on such Government Obligations prior to such maturity or redemption date, will be sufficient to pay the principal or Redemption Price thereof, as the case may be, together with interest thereon to the date of maturity or redemption, and (ii) in the case of any Bond (or any portion of any Bond) to be redeemed prior to maturity, notice of the redemption of which shall have been given in accordance with the Resolution or irrevocably provided for in a manner satisfactory to the Trustee;

(c) any Bond in lieu of or in exchange for which another Bond shall have been authenticated and delivered pursuant to the Resolution; or

(d) any Bond deemed to have been paid as provided in the Resolution.

*Parity Certificate:* An Agency Certificate, giving effect to the action proposed to be taken in connection with the filing thereof, showing that (A) the sum of (i) the moneys, Investment Obligations and Cash Equivalents then credited to the Acquisition Accounts, the Revenue Fund, the Bond Fund Principal Account, the Bond Fund Interest Account and the Mortgage Reserve Fund, (ii) the unpaid principal amount of all Program Obligations credited to the Acquisition Accounts, and (iii) any other moneys, Investment Obligations and Cash Equivalents and the unpaid principal amount of all Program Obligations otherwise specifically pledged to the payment of Outstanding Bonds by a Series Resolution, exceeds (B) an amount equal to 103% of the principal amount of Outstanding Bonds of all Series. If, however, on the date the Agency Certificate is to be delivered, the aggregate outstanding principal amount of all Program Securities held by the Trustee is equal to or greater than the aggregate principal amount of all Bonds then Outstanding, as certified in the Agency Certificate, then the percentage in clause (B) of the immediately preceding sentence shall be 100%.

*Participation Agreements:* One or more of the Participation Agreements, as amended, relating to the origination of Program Loans under the Program, between the Agency or the Master Servicer and a Lender.

*Private Mortgage Insurer:* Any private mortgage insurance company that is licensed to do business in the State and that is approved by the applicable Federal Mortgage Agency and the Agency and providing private mortgage guaranty insurance on Conventional Mortgage Loans.

*Principal Requirement:* As of any particular date of calculation with respect to Bonds Outstanding on that date, the amount of money equal to any unpaid Principal Installment then due plus the Principal Installment to become due on each Series of Bonds on the next respective Principal Installment Date within the next succeeding six months.

*Private Mortgage Insurer:* Any private mortgage insurance company approved by the applicable Federal Mortgage Agency and the Agency and providing private mortgage guaranty insurance on Conventional Mortgage Loans.

*Program:* The program for the financing of Program Obligations for Housing established by the Agency pursuant to the Act, as the same may be amended from time to time, and the Bond Resolution and for financing Other Obligations.

*Program Loan:* A loan for Housing secured by a mortgage, made by a Lender in accordance with the Act and the Program.

*Program Obligation:* Any Program Loan or Program Security acquired by the Agency by the expenditure of amounts in an Acquisition Account.

*Program Security:* An obligation representing an undivided interest in a pool of Program Loans issued and acquired pursuant to the Program, to the extent the payments to be made on such obligation are guaranteed or insured by a Federal Mortgage Agency.

*Program Series Resolution:* The Series Resolution adopted December 11, 2009 with respect to the Homeownership Finance Bonds, 2009 Series A (Mortgage-Backed Securities Program) (Treasury HFA Initiative).

*Rating:* With respect to any Series of Outstanding Bonds, the rating issued by a Rating Agency in force immediately prior to the proposed action to be taken by the Agency hereunder, and an action that does not “impair” the Rating with respect to any Series of Outstanding Bonds shall be an action which will not cause the Rating Agency to lower, withdraw or suspend the rating it has assigned to the Series of Outstanding Bonds.

*Rating Agency:* Any nationally recognized entity that, upon the request of the Agency, has issued a credit rating on any Series of Bonds issued pursuant to the Resolution.

*Revenues:* With respect to the Outstanding Bonds, (i) all payments, proceeds, rents, premiums, penalties, charges and other cash income received by the Agency from or on account of any Program Obligation (including any payments received from a Federal Mortgage Agency, scheduled, delinquent and advance payments of, and any net insurance or guaranty proceeds with respect to, principal of and interest on any Program Obligation or the net operating income or net proceeds of sale of any property acquired thereunder), (ii) all income received by the Trustee from or in connection with any Servicing Agreement or by the Trustee or the Agency from or in connection with any Participation Agreement, unless otherwise provided in a Series Resolution with respect to all or a part thereof (but exclusive of indemnification rights of the Agency), (iii) any Counterparty Hedge Payments received from any Hedge Counterparty pursuant to a Hedge Agreement or any payments received from another Beneficiary to be applied to the payment of principal of, interest on, or the purchase price with respect to any Bonds, (iv) any amounts deposited in or irrevocably appropriated to any Fund or Account established under the Bond Resolution (other than the Single Family Housing Fund, except as otherwise provided in a Series Resolution) from sources not subject to the lien of the Bond Resolution, and (v) all interest earned or gain realized in excess of losses as a result of the investment of the amount in any Fund or Account established under the Bond Resolution (other than the Single Family Housing Fund, except as otherwise provided in a Series Resolution), but excluding: (a) any amount retained by a servicer (including the Agency) of any Program Obligation as compensation for services rendered in connection with such Program Obligation, (b) any payments for the guaranty or insurance of any Program Obligation, (c) any payments of taxes, assessments or similar charges or premiums or other charges for fire or other hazard insurance (and any escrow payments in connection therewith) called for by or in connection with any Program Obligation, (d) amounts payable with respect to a Program Obligation that represent a return on amounts financed by the Agency or by other Persons pursuant to a participation, forbearance or other arrangement from sources other than proceeds of Bonds or other amounts held hereunder, and (e) to the extent such items do not exceed the income derived therefrom, payments or charges constituting expenses of managing and maintaining property acquired pursuant to a Program Loan.

*Series:* All Bonds delivered on original issuance in a simultaneous transaction, regardless of variations in maturity, interest rate or other provisions, and any Bond thereafter delivered in lieu of or substitution for any of such Bonds pursuant to the Bond Resolution.

*Series Program Determinations:* Determinations by the Agency relating to Program Obligations and certain other matters in connection with a Series of Bonds under the Program to be set forth (or provided to be determined at certain specified times in the future) in a Series Resolution and shall include, to the extent determined by the Agency to be relevant, the following: (i) the terms of the Program Securities or the Program Loans, including such matters as interest rates, payment dates, maturity dates, loan insurance provisions, and similar provisions; (ii) the requirements of the Code applicable to the Program Loans, if any; (iii) provisions relating to sale of Program Obligations and prepayments of Program Obligations, including application thereof for redemption of Bonds or financing new Program Obligations and provisions relating to the investment of funds relating to the Series of Bonds; (iv) the Mortgage Reserve Requirement, if any, and (v) any other provision deemed advisable by the Agency not in conflict with the Bond Resolution; provided that, pursuant to an Agency Certificate delivered to the Trustee, the Agency may amend or revise any of the above determinations with respect to any portion of the proceeds of the Series of Bonds prior to the date that such proceeds are applied to the financing of Program Obligations to the extent that such revisions do not impair the Rating on the Series of Bonds and do not affect the excludability of interest on such Series of Bonds from gross income for federal income tax purposes.

*Series Resolution:* A resolution of the Agency authorizing the issuance and delivery of Bonds of one or more Series pursuant to the Bond Resolution.

*Servicing Agreement:* The Servicing Agreement, dated as of July 9, 2009, between the Agency, the Trustee and U.S. Bank, National Association, as Master Servicer, as the same has been or may be amended from time to time or any agreement executed by the Agency replacing such agreement.

## **SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION**

### **Series Accounts**

Unless otherwise provided in a Series Resolution, the Trustee shall establish within each Fund under the Bond Resolution (other than the Single Family Housing Fund), a separate Series Account for each Series of Bonds. The proceeds of a particular Series of Bonds, other amounts made available by the Agency in the Series Resolution or otherwise relating to a particular Series of Bonds and the Revenues relating to a particular Series of Bonds (including the payments on Program Obligations acquired with the proceeds of a particular Series of Bonds or the payments on any other collateral pledged to a particular Series of Bonds and the earnings on investments of any of said proceeds, funds and amounts) shall be deposited or credited to the separate Series Accounts established for that particular Series of Bonds. Where required to assure compliance with the covenants of the Bond Resolution and any Series Resolution, withdrawals from Series Accounts established in connection with a particular Series of Bonds may be made and used (including for purposes of redemption) for any other Series of Bonds. For purposes of investment, the Trustee, may, or shall at the direction of the Agency, consolidate the Series Accounts required to be established in a particular Fund so long as adequate records are maintained as to the amounts held in each such Fund allocable to each Series of Bonds. In addition to the Funds and Accounts established under the Bond Resolution, the Trustee may from time to time, establish, maintain, close and reestablish such accounts and subaccounts as may be requested by the Agency for convenience of administration of the Program and as shall not be inconsistent with the provisions of the Bond Resolution.

### **Cost of Issuance Accounts**

Each Series Resolution authorizing the issuance of a Series of Bonds may, but is not required to, provide for a separate Cost of Issuance Account to be held by the Trustee. Moneys in each such Cost of Issuance Account shall be expended for Costs of Issuance of such Series of Bonds and for no other purpose upon receipt by the Trustee of a requisition signed by an Authorized Officer stating the amount and purpose of any such payment. Any amounts in a Cost of Issuance Account remaining therein upon payment of all Costs of Issuance for such Series of Bonds shall (i) if not proceeds of Bonds, be transferred to the Revenue Fund and (ii) if sale proceeds, investment proceeds or transferred proceeds of Bonds, be transferred to any one or more of the Acquisition Accounts or the Bond Redemption Fund, upon receipt by the Trustee of a Certificate of the Agency stating that such moneys are no longer needed for the payment of Costs of Issuance whereupon such Account shall be closed. Interest and other income derived from the investment or deposit of each such Cost of Issuance Account shall be transferred by the Trustee upon receipt thereof to the Revenue Fund.



## Acquisition Accounts

Each Series Resolution authorizing the issuance of a Series of Bonds shall establish a separate Acquisition Account to be held by the Trustee. There shall be deposited from time to time in an Acquisition Account (i) any proceeds of Bonds or other amounts required to be deposited therein pursuant to the Bond Resolution or the applicable Series Resolution and (ii) any other amounts determined by the Agency to be deposited therein from time to time.

Except as otherwise permitted or required to be transferred to other Funds and Accounts, amounts in an Acquisition Account shall be expended only to Finance Program Obligations. All Program Obligations Financed by application of amounts in an Acquisition Account shall be credited to such Acquisition Account. No Program Loan shall be Financed unless the requirements of the applicable Series Resolution have been met, and no Program Security shall be Financed unless the Program Security represents a pass through or participation interest in a pool of Program Loans and provides for a guaranty of all payments to be made to the Agency thereunder by a Federal Mortgage Agency.

Amounts in an Acquisition Account for a Series of Bonds may be expended for the acquisition of a Program Security, or portion thereof, only if (1) the principal amount of the Program Security is less than or equal to the principal amount of the Program Loans backing the Program Security; (2) the Program Security bears interest at a rate equal to the rate of interest on the Program Loans backing the Program Security minus the applicable servicing and guaranty fees; (3) upon such purchase, the sum of (a) amounts held in all Accounts relating to the Series of Bonds and (b) the aggregate outstanding principal amount at time of purchase by the Trustee of all Program Securities held by the Trustee is equal to or greater than (c) the aggregate principal amount of all Bonds then Outstanding, or if conditions (a), (b) and (c) of this paragraph are not met, such disbursement alone shall not result in a reduction of the Rating on the Series of Bonds following notice by the Trustee to the Rating Agencies; and (4) the Trustee (i) has physical possession of the Program Security and the Program Security is registered in the name of the Trustee, (ii) the Program Security is credited to the account of the Trustee at a clearing corporation, as defined under and pursuant to the Uniform Commercial Code applicable to the clearing corporation, and the clearing corporation is registered as a clearing agency under the Securities Exchange Act of 1934, (iii) for a Program Security issued in book-entry form through a book-entry system operated by the Federal Reserve System, the Program Security shall have been registered on the books of the Federal Reserve Bank in the name of the Trustee (acting as a "depository" within the meaning of 24 C.F.R. Section 81.44(b)), and the Trustee shall have received confirmation in writing that the depository is holding the Program Security on behalf of, and has identified the Program Security on its records as belonging to, the Trustee, or (iv) any other arrangement so that, in Counsel's Opinion (with customary exceptions and qualifications), the Trustee has a first perfected security interest in the Program Security.

The Trustee shall pay out and permit the withdrawal of amounts on deposit in any Acquisition Account at any time for the purpose of making payments pursuant to the Bond Resolution, but only upon receipt of the following documents prior to any proposed withdrawal:

- (1) an Agency Certificate setting forth the amount to be paid, the Person or Persons to whom such payment is to be made (which may be or include the Agency) and, in reasonable detail, the purpose or purposes of such withdrawal; and
- (2) an Agency Certificate stating that the amount to be withdrawn from the Acquisition Account pursuant to the requisition is a proper charge thereon and, if such requisition is made to Finance the acquisition of Program Obligations, that (i) the terms of the Program Obligations conform to the description of the Program Obligations to be Financed from such amount as provided to the Trustee pursuant to the terms of the Bond Resolution, and (ii) the Program Obligations otherwise comply with the provisions of the Bond Resolution.

At any time the Agency, by Agency Certificate, may direct the Trustee to transfer amounts in an Acquisition Account into the Bond Fund Principal Account or Bond Fund Interest Account, as appropriate, to pay principal or Sinking Fund Installments of and interest on the related Series of Bonds, or into the appropriate account in the Mortgage Reserve Fund, which request shall state that such transfer is appropriate to meet the requirements of the Fund.

The interest earned and other income derived from the investment or deposit of each Acquisition Account may be transferred to the appropriate account in the Revenue Fund for the related Series of Bonds by the Trustee upon receipt thereof to the extent that such amounts exceed any losses realized by investment of deposits in such Acquisition Account or may be retained in the Acquisition Account for the Financing of additional Program Obligations, as directed by Agency Certificate.

All amounts deposited into an Acquisition Account shall be disbursed in the manner provided in the Bond Resolution or the Agency may, by Agency Certificate, direct the Trustee to transfer any amounts from the Acquisition Account to the Bond Redemption Fund to be used for the redemption of Bonds of the related Series; provided, however, that (i) the Agency Certificate shall specify the maturities, the principal amounts of each maturity, and the Series of Bonds to be redeemed (including any credits against Sinking Fund Installments on any Term Bonds to be redeemed) and (ii) in the case of any selection method of Bonds for an optional or special redemption different from the selection method assumed in the most recently filed Cash Flow Certificate, the Agency shall file an updated Cash Flow Certificate with the Trustee.

The Agency may establish temporary subaccounts within an Acquisition Account for the collection and custody of fees paid by Lenders or other Persons in connection with the reservation or holding of funds in the Acquisition Account for use in Financing Program Obligations to be originated by such Lenders or other persons. To the extent that the Agency's agreements with such Lenders or other persons provide for the refund of any such fees (or portions thereof), amounts may be withdrawn from any such subaccount or the Acquisition Account in accordance with such agreements, and any amounts not required to be so applied may, pursuant to an Agency Certificate, be applied to any other purpose of the Acquisition Account as provided in the Bond Resolution.

Any moneys deposited in an Acquisition Account which are not used or to be used to purchase Program Securities by the end of the Delivery Period specified in such Series Resolution, or by such earlier date as may be required by the Code and specified in such Series Resolution, shall be transferred by the Trustee to the Bond Redemption Fund in accordance with the provisions of the applicable Series Resolution, and applied to redeem Bonds.

## **Revenue Fund**

The Agency shall cause all Revenues to be deposited promptly with a Depository and to be transmitted regularly to the Trustee. Unless otherwise provided in the Bond Resolution, all such amounts shall be deposited in the Revenue Fund. There shall also be deposited in the Revenue Fund any other amounts required to be deposited therein pursuant to the Bond Resolution or the Series Resolution or other resolution of the Agency.

The Trustee shall withdraw from any money in the Revenue Fund and credit to each of the following Funds and Accounts, or pay to the Person specified, the amount indicated in the following tabulation, at the times indicated in the following tabulation:

(1) on or before the applicable Interest Payment Date, to the Bond Fund Interest Account the amount needed, taking into account any balance then on deposit therein, to increase the balance therein to the Interest Requirement;

(2) on or before the applicable Principal Installment Date, to the Bond Fund Principal Account the amount, needed, taking into account any balance then on deposit therein, to increase the amount therein to the Principal Requirement;

(3) on any date, assuming any prior transfers required pursuant to subsections (1) and (2) above have been made, to the Mortgage Reserve Fund, the amount, if any, needed to increase the amount therein to the Mortgage Reserve Requirement;

(4) if expressly provided in the Series Resolution in respect of a series of Bonds to which a Hedge Agreement relates in whole or in part, on or before the applicable due dates, but only to the extent any prior transfers required pursuant to subsections (1), (2) and (3) above have been made, to any Hedge Counterparty, the Agency Hedge Payments due from time to time pursuant to a Hedge Agreement; provided, however, that if the Series Resolution provides that Agency Hedge Payments exclusive of

amounts payable upon any early termination of the Hedge Agreement are to be made on a parity with payment of principal of and interest on Outstanding Bonds, then to the Hedge Counterparty, such portion of Agency Hedge Payments when due, and if the balance in the Revenue Fund is not sufficient to make the transfers then required under subsections (1), (2) and (3) and this payment, then the balance shall be applied, pro rata, to such transfers and this payment;

(5) at any time upon the purchase of Program Obligations from the moneys on deposit in an Acquisition Account, withdraw from the Revenue Fund and pay to the applicable Servicer or other Person the accrued and unpaid interest on the Program Obligations as of the date of purchase; and

(6) to the extent not transferred pursuant to the preceding subsections, the balance shall be held in the Revenue Fund until and unless directed by Agency Certificate to be transferred and utilized as set forth elsewhere.

At such periodic intervals as the Agency, by Agency Certificate, shall direct, the Trustee shall withdraw from the Revenue Fund and transfer to the United States of America such amounts as are necessary to comply with the Code, including particularly the arbitrage rebate requirements of Section 148 thereof.

Amounts credited to the Revenue Fund shall be transferred to the Bond Redemption Fund on or before the designated Redemption Date to be used for the purchase or redemption of Bonds pursuant to the Bond Resolution and the terms of any related Series Resolution upon the filing with the Trustee of (i) an Agency Certificate specifying the maturities, the principal amounts of each maturity, and the Series of Bonds to be redeemed or purchased (including any credits against Sinking Fund Installments on any Term Bonds to be redeemed) and (ii) in the case of any selection method of Bonds for an optional or special redemption different from the selection method assumed in the most recently filed Cash Flow Certificate, a Cash Flow Certificate.

Amounts credited to the Revenue Fund may be transferred to an existing Acquisition Account or a new Acquisition Account to be established to be used to acquire Program Obligations upon filing with the Trustee of (i) an Agency Certificate specifying the amount to be so transferred and either specifying the existing Acquisition Account to which the funds are to be deposited or directing the establishment of a new Acquisition Account for the deposit of the funds and providing the information relating to the new Acquisition Account required by the Bond Resolution and (ii) a Cash Flow Certificate.

Amounts credited to the Revenue Fund, as directed by an Agency Certificate, shall be released to the Agency for the payment of Program Expenses or the establishment of reserves therefor in an amount needed or required to pay reasonable and necessary Program Expenses; provided that if the amount to be released exceeds the amount assumed in the most recently filed Cash Flow Certificate, the Agency shall file a new Cash Flow Certificate with the Trustee.

Amounts credited to the Revenue Fund, except Program Expenses, may be released to the Agency free and clear of the lien of the Bond Resolution, for deposit in the Agency's General Reserve Account or the Single Family Housing Fund, upon the filing with the Trustee of (i) an Agency Certificate directing the same, (ii) a Cash Flow Certificate, and (iii) a Parity Certificate.

Any investment earnings on moneys held in the Revenue Fund shall be retained therein.

#### **Bond Fund Interest Account and Bond Fund Principal Account**

The Trustee shall withdraw from the Bond Fund Interest Account, on or immediately prior to each Interest Payment Date of the Bonds, an amount equal to the unpaid interest due on the Bonds on such Interest Payment Date, and shall cause the same to be applied to the payment of said interest when due and is authorized to transmit the same to any Paying Agents which shall apply the same to such payment.

If the withdrawals required with respect to the same and every prior date shall have been made, the Trustee shall withdraw from the Bond Fund Principal Account, on or immediately prior to each Principal Installment Date, an amount equal to the Principal Installments of the Outstanding Bonds, if any, payable on the Principal Installment

Date and shall cause the same to be applied to the payment of the Principal Installments when due and is authorized to transmit the same to any Paying Agents which shall apply the same to such payment.

Any amount at any time held in the Bond Fund Interest Account or Bond Fund Principal Account in excess of the Interest Requirement or Principal Requirement may be transferred by the Trustee to the Revenue Fund, if so directed by Agency Certificate, and otherwise shall be retained in the Bond Fund Interest Account or Bond Fund Principal Account, as the case may be.

The interest earned or other income derived from the investment of moneys in the Bond Fund Interest Account and Bond Fund Principal Account shall be transferred by the Trustee to the Revenue Fund (unless the Trustee is directed by Agency Certificate to retain such amounts in the Bond Fund Interest Account or Bond Fund Principal Account, as the case may be).

Upon the purchase of Program Obligations from the moneys on deposit in the applicable Acquisition Account, the Trustee shall, in accordance with the provisions of the applicable Series Resolution, withdraw from the Revenue Fund or, if funds available in the Revenue Fund are not sufficient, from the applicable Bond Fund Interest Account, and pay to the applicable Servicer the then accrued and unpaid interest on such Program Obligations.

### **Bond Redemption Fund**

Subject to the provisions of the respective Series of Bonds and to the provisions of the respective Series Resolutions authorizing the issuance thereof, all amounts deposited in the Bond Redemption Fund shall be applied to the purchase or redemption of Bonds (other than the Single Family Housing Fund), including payment of any redemption premium, on the applicable Redemption Date; provided, however, that in the event the Agency has issued refunding obligations for the purpose of redeeming Bonds of a Series in accordance with the Bond Resolution, upon receipt of an Agency Certificate directing such transfer and confirmation by the Trustee that provisions have been made for wiring proceeds of such refunding obligations to the Trustee, the Trustee, immediately on the date of such confirmation, shall transfer moneys in the Bond Redemption Fund in an amount equal to the amount of refunding proceeds received by the Trustee to the funds or accounts specified in the refunding resolution as specified in the Agency Certificate. The Redemption Price of Bonds subject to redemption by operation of the Bond Redemption Fund in the Bond Fund shall be the price set forth in the applicable Series Resolution. Upon receipt of an Agency Certificate directing the same, the Trustee shall transfer at the time of purchase or no more than 45 calendar days prior to such redemption to the Bond Redemption Fund in the Bond Fund from the Mortgage Reserve Fund the amount stated in such direction, which amount shall be no greater than the amount by which the Mortgage Reserve Requirement will decrease due to the purchase or redemption of Bonds. Subject to the provisions of the Bond Resolution or of any Series Resolution authorizing the issuance of Bonds, requiring the application thereof to the purchase or redemption of any particular Bonds, the Trustee shall apply any amounts deposited in the Bond Redemption Fund to the purchase or redemption of Bonds at the times and in the manner provided in the Bond Resolution. Amounts on deposit in the Bond Redemption Fund for the payment, purchase or redemption of any particular Bonds in accordance with the provisions of any Series Resolution authorizing the issuance of Refunding Bonds shall be segregated and shall be identified as such on the records of the Trustee.

Any earnings derived from the investment of amounts deposited in the Bond Redemption Fund pursuant to the issuance and delivery of Refunding Bonds, to the extent required to provide amounts sufficient for the payment or redemption of Bonds in accordance with the conditions for issuance of Refunding Bonds set forth in the Resolution, be deposited in the Bond Redemption Fund. All other interest earned or other income derived from the investment of moneys in the Bond Redemption Fund shall be transferred by the Trustee upon receipt thereof to the Revenue Fund.

### **Mortgage Reserve Fund**

There shall be deposited in the Mortgage Reserve Fund all amounts required to be deposited therein by the Bond Resolution or any Series Resolution and any other amounts available therefor and determined by the Agency to be deposited therein.

If on any Bond Payment Date the amount in the Bond Fund Interest Account, Bond Fund Principal Account or Bond Redemption Fund, as appropriate, shall be less than the amount required for the payment of the Principal Installments and interest due on the Outstanding Bonds on such date, the Trustee shall apply amounts from the Mortgage Reserve Fund to the extent required pursuant to the Bond Resolution.

If, concurrently with any allocation from the Revenue Fund pursuant to the Bond Resolution, or, on any date upon which a Series Resolution shall be delivered to the Trustee, the amount on deposit in the Mortgage Reserve Fund shall be in excess of the Mortgage Reserve Requirement, the Trustee shall, if so directed in writing pursuant to an Agency Certificate, (1) transfer the amount of such excess which is Revenues to any one or more of the Acquisition Accounts, the Bond Fund Interest Account, the Bond Fund Principal Account, the Bond Redemption Fund or the Revenue Fund as so directed and (2) transfer the amount of such excess which is sale proceeds, investment proceeds or transferred proceeds of Bonds to any one or more of the Acquisition Accounts or the Bond Redemption Fund.

Subject to any limitation provided in the Act, a Series Resolution may provide that the Mortgage Reserve Requirement may be funded through Cash Equivalents. For purposes of determining whether such Requirement has been met, the amount in the Mortgage Reserve Fund so funded shall be deemed to include any amount payable under such Cash Equivalents on the demand of the Trustee.

Any earnings derived from the investment of amounts deposited in the Mortgage Reserve Fund shall, to the extent the balance therein is less than the Mortgage Reserve Requirement, be retained in the Mortgage Reserve Fund and otherwise shall be transferred by the Trustee upon receipt thereof to the Revenue Fund.

### **Single Family Housing Fund**

The Trustee shall deposit in the Single Family Housing Fund any amounts authorized by an Agency Certificate to be withdrawn from the Revenue Fund and deposited therein and any other amounts provided by the Agency for deposit therein. Amounts on deposit in the Single Family Housing Fund, except as may be otherwise provided in a Series Resolution, shall be free and clear of any restrictions on the investment of funds set forth in the Bond Resolution. Amounts deposited in the Single Family Housing Fund may be used for any lawful purpose for which the Agency may from time to time use funds on deposit in its General Reserve Account in connection with (i) the Program and (ii) other programs of the Agency that facilitate the development and maintenance of a sufficient supply of safe and affordable single family residential housing in the State, including but not limited to Agency programs that finance the acquisition, construction, rehabilitation, improvement and betterment of single family residential property, upon such terms as the Agency may determine. Pending such use, such amounts may be invested in any securities or investments permissible generally for the investment of funds of the Agency as specified by Agency Certificate, subject, however, to any covenants or agreements made by the Agency in a Series Resolution. By Agency Certificate furnished to the Trustee, the Agency may at any time appropriate any funds and investments on deposit in the Single Family Housing Fund to any other Account or Fund created pursuant to the Bond Resolution or may direct that such funds and investments be transferred to the Agency's General Reserve Account or to any other fund or account established pursuant to resolution of the Agency, subject, however, to any covenants or agreements made by the Agency in a Series Resolution.

Subject to the uses permitted by the Bond Resolution, funds, securities and other investments, loans and other property held from time to time in the Single Family Housing Fund are available for, and pledged to, the payment of Debt Service on the Bonds when due and the payment of any other amounts required to be paid from time to time from the Funds and Accounts established pursuant to the Bond Resolution or any Series Resolution, including Agency Hedge Payments; provided that the Agency may from time to time pledge all or any of the assets of the Single Family Housing Fund to any other Person or Persons in connection with the programmatic uses permitted by the Bond Resolution upon such terms as the Agency may determine, which pledge may be superior to, on a parity with, or subordinate to the pledge made under the Bond Resolution to the Bondowners or any Beneficiaries, except as otherwise provided in a Series Resolution or resolution authorizing an Other Obligation. Available cash and cash equivalent funds on deposit in the Single Family Housing Fund may be used to make up deficiencies in the Bond Fund Interest Account or the Bond Fund Principal Account for such purposes and, if directed by an Authorized Officer, shall be transferred to the Bond Fund Interest Account or the Bond Fund Principal Account when required on any Bond Payment Date or other payment date. Unless otherwise specified in a Series Resolution or other resolution of the Agency, the Agency shall not be required to maintain any minimum

balance in the Single Family Housing Fund and the Agency makes no covenant to Bondowners or any other Person that funds or other assets will be available in the Single Family Housing Fund in the event of a deficiency in the Bond Fund Interest Account or the Bond Fund Principal Account on a Bond Payment Date or other payment date.

The Agency, by Agency Certificate, may request the Trustee to establish one or more subaccounts in the Single Family Housing Fund to be restricted to such uses, and used in accordance with such terms, as are specified in the Agency Certificate.

Any earnings derived from the investment of amounts deposited in the Single Family Housing Fund shall be retained therein unless otherwise directed by Agency Certificate.

### **Investment of Moneys Held by the Trustee**

Moneys held by the Trustee for the credit of any Account or Fund established under the Bond Resolution (other than the Single Family Housing Fund) shall be invested by the Trustee as directed by the Agency to the fullest extent practicable and reasonable in Investment Obligations which shall mature or be redeemable at the option of the Owner prior to the respective dates when the moneys held for the credit of such Fund or Account will be required for the purposes intended.

The Investment Obligations purchased shall be held by the Trustee and shall be deemed at all times to be part of the Fund or Account or combination thereof, and the Trustee shall inform the Agency of the detail of all such investments. The Trustee shall sell at the best price obtainable, or present for redemption, any Investment Obligations purchased by it as an investment whenever it shall be necessary to provide moneys to meet any payment from a Fund or Account. The Trustee shall not be liable for any depreciation of the value of any investment on the redemption, sale or maturity thereof, and in the absence of any direction from the Agency, the Trustee shall not be required to invest such funds.

The Trustee may purchase from or sell to itself or an affiliate, as principal or agent, any Investment Obligations. The Trustee shall advise the Agency in writing monthly, unless otherwise directed by Agency Certificate, of all investments held for the credit of each Fund and Account in its custody under the provisions of the Bond Resolution as of the end of the preceding month.

In computing the amount in any Fund or Account, (i) Investment Obligations shall be valued at par or, if purchased at a price other than par, at their Amortized Value, in either event exclusive of accrued interest, and (ii) Program Obligations shall be valued at 100% of the outstanding principal balance thereof, plus accrued interest.

Except as otherwise specifically provided in the Bond Resolution or in a Series Resolution, the income or interest earned, or gain, shall be transferred by the Trustee upon receipt thereof to the appropriate subaccount in the Revenue Account.

The Trustee shall not be liable or responsible for the making of any investment authorized by the Bond Resolution in the manner provided in the Bond Resolution or for any loss resulting from any such investment so made, except for its own negligence.

### **Covenants Relating to Servicing Agreement and Participation Agreements**

The Agency agrees that the Trustee in its name or (to the extent required by law) in the name of the Agency may enforce all rights of the Agency and all obligations of a Servicer under and pursuant to a Servicing Agreement for and on behalf of the Bondowners whether or not an Event of Default under the Bond Resolution or the Series Resolutions has occurred or is continuing. The Agency shall supervise, or cause to be supervised, each Lender's compliance with the Participation Agreements. In the event the Servicing Agreement shall be terminated for any reason, the Agency shall proceed with due diligence to appoint a successor Master Servicer, subject to the provisions of the Servicing Agreement and the Participation Agreements and the requirements of each applicable Federal Mortgage Agency. During the period necessary to obtain such successors, the Trustee shall, subject to the approval of the applicable Federal Mortgage Agency, cause to be performed the duties and responsibilities of the Master Servicer under the Servicing Agreement and shall be compensated therefor, in addition to the compensation payable

to it under the Bond Resolution or any other instrument, in the same manner and amounts as provided under the Servicing Agreement.

### **Sale of Program Obligations**

The Agency may at any time sell, assign or otherwise dispose of one or more Program Obligations:

(i) in order to obtain funds to provide for the redemption (whether optional or special, to the extent permitted by the terms of any applicable Series Resolution) or purchase of an amount of Bonds having a value less than or equal to the value of the Program Obligation as reasonably estimated by the Agency; or

(ii) in the event that an Agency Certificate shall be filed with the Trustee and each Rating Agency, which gives effect to the proposed sale, assignment, transfer or other disposition and the application of the proceeds thereof and states that such sale, assignment, transfer or other disposition would not have a material adverse effect on the ability of the Agency to pay the Debt Service on the Outstanding Bonds when due and reasonable and necessary Program Expenses.

### **Enforcement of Program Securities**

The Program Securities acquired by the Trustee on behalf of the Agency shall be held at all times by the Trustee in trust and subject to the pledge of the Bond Resolution. If the Trustee does not receive a payment on a GNMA I Security when due by the close of business on the 17th day of each month, or if the Trustee does not receive a payment on a GNMA II-Custom Pool Security when due by the close of business on the 22nd day of each month, the Trustee shall immediately notify, and demand payment from GNMA. If the Trustee does not receive payment or advice from the depository of payment, with respect to a Fannie Mae Security when due by the close of business on the 25th day of any month (or the next Business Day if the 25th is not a Business Day), the Trustee shall immediately demand payment from Fannie Mae in connection with the guaranty of timely payments of principal and interest by Fannie Mae. If the Trustee does not receive payment on a Freddie Mac Security when due by the close of business on the 18th day of each month (or the next Business Day if the 18th day is not a Business Day), the Trustee shall immediately demand payment from Freddie Mac.

### **Modifications of Program Securities**

The Agency shall not consent to the modification of the rate or rates of interest, or the amount or time of payment of any installment of interest or principal, or the security for or any of the terms or provisions of any Program Security in any manner that would result in the failure of the Program Securities, in the aggregate, to have scheduled payments of principal and interest at least sufficient, together with other expected Revenues, to pay all Debt Service when due with respect to the Bonds and Program Expenses or which would materially impair the security of the Outstanding Bonds. The Agency may otherwise consent to the modification of the security for, or any terms or provisions of, one or more Program Securities but only if the Agency reasonably determines that the modification will not be materially adverse to the security or other interests of Owners of Outstanding Bonds.

### **Cash Flow Certificates**

The Agency is required to file a Cash Flow Certificate (i) at least once within any 12-month period and (ii) at such other times as may be required pursuant to the provisions of the Bond Resolution or of any Series Resolution authorizing the issuance of Bonds of a Series then Outstanding.

### **Creation of Liens**

Except as permitted for Hedge Agreements, the Agency shall not issue any bonds or other evidences of indebtedness, other than the Bonds, secured by a pledge of Revenues or of the moneys, securities, rights and interests pledged or held or set aside by the Agency or by any Fiduciary under the Bond Resolution and shall not create or cause to be created any lien or charge on any pledged Revenues or such moneys, securities, rights or interests: provided, however, that nothing in the Bond Resolution shall prevent the Agency from issuing (i) evidences of indebtedness secured by a pledge of Revenues to be derived after any pledge of Revenues provided in the Bond Resolution shall be discharged and satisfied as provided in the Bond Resolution, or (ii) notes or bonds of

the Agency not secured under the Bond Resolution; and provided, further, that, to secure its obligation to make Agency Hedge Payments to a Hedge Counterparty pursuant to a Hedge Agreement or to secure the obligations of the Agency under a different Other Obligation, the Agency may grant to the Hedge Counterparty or other Beneficiary a pledge, on a parity with, or junior and subordinate to, the pledge granted to the Trustee to secure payment of Outstanding Bonds, in all or any of the revenues, assets or other collateral pledged to the payment of the Bonds under the Bond Resolution; provided, however, that any Agency Hedge Payments payable upon early termination of a Hedge Agreement may be secured only by a pledge junior and subordinate to the pledge granted to the Trustee.

### **Defeasance of Bonds**

Bonds or interest installments for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Trustee or any one or more of the alternate Paying Agents (through deposit by the Agency of moneys for such payment or redemption or otherwise) at the maturity or Redemption Date thereof shall be deemed to have been paid within the meaning and with the effect expressed in the Bond Resolution. All Outstanding Bonds of any Series shall be deemed prior to the maturity or Redemption Date thereof to have been paid within the meaning and with the effect expressed in the Bond Resolution if (i) in case any of said Bonds are to be redeemed on any date prior to their maturity, the Agency shall have given to the Trustee in form satisfactory to it irrevocable instructions to mail notice of redemption of such Bonds on said date; (ii) there shall have been deposited with the Trustee either moneys in an amount sufficient, or Government Obligations the principal of and the interest on which when due will provide moneys in an amount that, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient to pay when due the principal or Redemption Price of and interest due and to become due on said Bonds on and prior to the Redemption Date or maturity date thereof, as the case may be. Neither Government Obligations nor moneys deposited with the Trustee pursuant to this section nor principal or interest payments on any such Government Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if applicable, of and interest on said Bonds.

### **Events of Default**

Each of the following events shall constitute an event of default under the Bond Resolution: (1) the Agency shall fail to pay any Principal Installment or the Redemption Price of any Bond when and as the same shall become due and payable, whether at maturity or by call for redemption or otherwise, or shall fail to pay the purchase price of any Bond tendered or deemed tendered for purchase on the date established therefor; or (2) the Agency shall fail to pay any installment of interest on any Bond when and as the same shall become due and payable; or (3) the Agency shall fail to perform or observe any other covenant, agreement or condition on its part contained in the Bond Resolution or in the Bonds, and such failure shall continue for a period of 60 days after written notice thereof to the Agency by the Trustee or to the Agency and to the Trustee by the Bondowners of not less than a majority in principal amount of the Bonds Outstanding; or (4) the Agency shall file a petition seeking a composition of indebtedness under the federal bankruptcy laws, or under any other applicable law or statute of the United States of America or of the State; or (5) the State limits or alters the rights of the Agency pursuant to the Act, as in force on the date of adoption of the Bond Resolution, to fulfill the terms of any agreements made with the Owners of the Bonds or in any way materially impaired the rights and remedies of Owners of Bonds while any Bonds are Outstanding.

### **Acceleration; Annulment of Acceleration**

Upon the occurrence of an Event of Default, the Trustee may and, upon the written request of the Bondowners of not less than a majority in aggregate principal amount of Bonds Outstanding shall, give 30 days' notice in writing to the Agency of its intention to declare all Bonds Outstanding immediately due and payable; provided, however, that the Trustee may not make any such declaration with respect to an Event of Default under clause (3) above unless (1) the Trustee has received a written request to do so from 100% of the Owners of all Outstanding Bonds or (2) there are sufficient moneys available in the Funds and Accounts to pay the principal and interest on the Outstanding Bonds upon such declaration. At the end of such 30 day period the Trustee may, and upon such written request of Bondowners of not less than a majority in aggregate principal amount of Bonds Outstanding shall, by notice in writing to the Agency, declare all Bonds Outstanding immediately due and payable and such Bonds shall become and be immediately due and payable, anything in the Bonds or in the Bond Resolution



to the contrary notwithstanding. In such event, there shall be due and payable on the Bonds an amount equal to the total principal amount of all such Bonds, plus all interest accrued thereon and which will accrue thereon to the date of payment.

At any time after the principal of the Bonds shall have been so declared to be due and payable and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under the Bond Resolution, the Trustee may annul such declaration and its consequences with respect to any Bonds not then due by their terms if (1) moneys shall have been deposited in the Bond Fund Interest Account and the Bond Fund Principal Account sufficient to pay all matured installments of interest and principal or Redemption Price or purchase price (other than principal then due only because of such declaration) of all Outstanding Bonds; (2) moneys shall have been deposited with the Trustee sufficient to pay the charges, compensation, expenses, disbursements, advances and liabilities of the Trustee and any Paying Agents; (3) all other amounts then payable by the Agency under the Bond Resolution shall have been paid or a sum sufficient to pay the same shall have been deposited with the Trustee; and (4) every Event of Default known to the Trustee (other than a default in the payment of the principal of such Bonds then due only because of such declaration) shall have been remedied to the satisfaction of the Trustee. No such annulment shall extend to or affect any subsequent Event of Default or impair any right consequent thereon.

If the Agency shall fail to pay any Principal Installment, the Redemption Price, the purchase price or any installment of interest on any Bond when and as the same shall become due and payable, the Trustee shall, within 30 days, give written notice thereof by first class mail to the Bondowners, shown by the registry of Bondowners required to be maintained at the office of the Trustee.

#### **Additional Remedies and Enforcement of Remedies**

Upon the occurrence and continuation of any Event of Default, the Trustee may, and upon the written request of the Bondowners of not less than a majority in aggregate principal amount of the Bonds Outstanding, together with indemnification of the Trustee to its satisfaction therefor, shall, proceed forthwith to protect and enforce its rights and the rights of the Bondowners under the Act, the Bonds and the Bond Resolution by such suits, actions or proceedings as the Trustee, being advised by counsel, shall deem expedient, including but not limited to: (1) suit upon all or any part of the Bonds; (2) suit to require the Agency to account as if it were the trustee of an express trust for the Bondowners; (3) suit to enjoin any acts or things that may be unlawful or in violation of the rights of the Bondowners; (4) enforcement of any other right of the Bondowners conferred by law or by the Bond Resolution; and (5) in the event that all Outstanding Bonds are declared due and payable, by selling Program Obligations.

Regardless of the happening of an Event of Default, the Trustee, if requested in writing by the Bondowners of not less than a majority in aggregate principal amount of the Bonds then Outstanding, shall, upon being indemnified to its satisfaction therefor, institute and maintain such suits and proceedings as it may be advised shall be necessary or expedient (i) to prevent any impairment of the security under the Bond Resolution by any acts that may be unlawful or in violation of the Bond Resolution, or (ii) to preserve or protect the interests of the Bondowners, provided that such request is in accordance with law and the provisions of the Bond Resolution.

#### **Application of Revenues Following an Event of Default**

The Agency covenants that if an Event of Default shall happen and shall not have been remedied, the Agency, upon demand of the Trustee, shall pay or cause to be paid over to the Trustee (1) forthwith, all moneys and securities then held by the Agency in any Fund or Account under the Bond Resolution, and (2) as promptly as practicable after receipt thereof, any Revenues and other payments or receipts pledged under the Bond Resolution.

During the continuation of an Event of Default the Trustee shall apply such moneys, securities, Revenues, payments and receipts and the income therefrom as follows and in the following order:

- (1) To the payment of any expenses necessary in the opinion of the Trustee to protect the interest of the Owners of the Bonds and for the payment of the charges and expenses and liabilities incurred and advances made by the Trustee or any Paying Agents in the performance of their respective duties under the Bond Resolution;

(2) To the payment of the interest and Principal Installments or Redemption Price then due and payable on the Bonds, as follows:

(a) Unless the principal of all of Outstanding Bonds shall have become or have been declared due and payable:

*First:* To the payment to the Persons entitled thereto of all installments of interest then due and payable in the order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment or installments maturing on the same date, then to the payment thereof ratably, according to the amounts due thereon to the Persons entitled thereto, without any discrimination or preference; and

*Second:* To the payment to the Persons entitled thereto of the unpaid Principal Installments or Redemption Price of any Outstanding Bonds that shall have become due and payable, whether at maturity or by call for redemption, in the order of their due dates, and if the amounts available shall not be sufficient to pay in full all Outstanding Bonds due and payable on any date, then to the payment thereof ratably, according to the amounts of Principal Installments or Redemption Price due on such date, to the Persons entitled thereto, without any discrimination or preference.

(b) If the principal of all of Outstanding Bonds shall have become or have been declared due and payable, to the payment of the principal and interest then due and unpaid upon the Outstanding Bonds without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the Persons entitled thereto without any discrimination or preference;

(3) To the payment of the amounts required for reasonable and necessary Program Expenses.

Whenever all principal amounts of and interest on all Outstanding Bonds have been paid under these provisions and all fees, expenses and charges of the Trustee and any Paying Agent have been paid, any balance remaining under the Bond Resolution not segregated for the payment of Bonds shall be paid to the Agency.

### **The Trustee**

The Trustee, prior to the occurrence of an Event of Default and after the curing of all Events of Default that may have occurred, undertakes to perform such duties and only such duties as are specifically set forth in the Bond Resolution or any Series Resolution authorizing the issuance of a Series of Bonds then Outstanding. In case an Event of Default has occurred and has not been cured, the Trustee shall exercise such of the rights and powers vested in it by the Bond Resolution and use the same degree of care and skill in their exercise as a prudent trustee would exercise or use under the circumstances.

The Trustee, upon receipt of any notice, resolution, request, consent, order, certificate, report, opinion, bond, or other paper or document furnished to it pursuant to any provision of the Bond Resolution, shall examine such instrument to determine whether it conforms to the requirements of the Bond Resolution and shall be protected in acting upon any such instrument believed by it to be genuine and to have been signed or presented by the proper party or parties. The Trustee may consult with counsel, who may be counsel to the Agency, and any Counsel's Opinion shall be full and complete authorization and protection in respect of any action taken or suffered by it under the Bond Resolution in good faith and in accordance therewith.

The Agency shall pay to each Fiduciary from time to time reasonable compensation for all services rendered under the Bond Resolution and also all reasonable expenses, charges, counsel fees and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under the Bond Resolution, and each Fiduciary shall have a lien therefor on any and all Revenues, Program Obligations and Investment Obligations at any time held or received by it under the Bond Resolution (excluding money or Governmental Obligations segregated to pay outstanding Bonds).

The Trustee may resign at any time and be discharged of the duties and obligations created by the Bond Resolution by giving not less than 60 days' written notice to the Agency and mailing notice thereof, at its own expense and without reimbursement therefor, to each Bondowner and Rating Agency, specifying the date when such resignation shall take effect, and such resignation shall take effect upon the day specified in such notice unless previously a successor shall have been appointed by the Agency or the Bondowners as provided in the Bond Resolution, in which event such resignation shall take effect immediately on the appointment of such successor. In no event, however, shall such a resignation take effect until a successor Trustee has been appointed pursuant to the Bond Resolution.

The Trustee may be removed (i) at any time by an instrument or concurrent instruments in writing, filed with the Trustee and each Rating Agency, and signed by the Owners of a majority in principal amount of the Bonds then Outstanding or their attorneys-in-fact duly authorized, excluding any Bonds held by or for the account of the Agency and (ii) by the Agency at any time except during the continuation of an Event of Default for such cause as shall be determined in the sole discretion of the Agency by filing with the Trustee and each Rating Agency notice of removal in the form of an Agency Certificate. In no event, however, shall such removal take effect until a successor Trustee has been appointed pursuant to the Bond Resolution.

No successor Trustee may be appointed under the Bond Resolution without the prior written consent of the GSEs, which consent is not to be unreasonably withheld.

## **Amendments**

Amendments of the Resolutions may be made by a Supplemental Resolution.

For any one or more of the following purposes, and at any time or from time to time, a Supplemental Resolution of the Agency may be adopted, which, upon the filing with the Trustee of a copy thereof, shall be fully effective in accordance with its terms, subject, however, to the rights of the GSEs to consent thereto (see "Summary of Certain Provisions of the Program Series Resolution—Covenants Regarding Administration of Bond Resolution and the Series Bonds"):

(1) To close the Bond Resolution or any Series Resolution against, or provide limitations and restrictions in addition to the limitations and restrictions contained in the Bond Resolution or any Series Resolution on, the delivery of Bonds or the issuance of other evidences of indebtedness;

(2) To add to the covenants and agreements of the Agency in the Bond Resolution or any Series Resolution, other covenants and agreements to be observed by the Agency which are not contrary to or inconsistent with the Bond Resolution or the applicable Series Resolution as theretofore in effect;

(3) To add to the limitations and restrictions in the Bond Resolution or any Series Resolution, other limitations and restrictions to be observed by the Agency which are not contrary to or inconsistent with the Bond Resolution or the applicable Series Resolution as theretofore in effect;

(4) To surrender any right, power or privilege reserved to or conferred upon the Agency by the terms of the Bond Resolution, but only if the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Agency contained in the Bond Resolution;

(5) To confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, the Bond Resolution or any Series Resolution, of Revenues or of any other securities or funds;

(6) To modify any of the provisions of the Bond Resolution or any Series Resolution in any respect whatever, provided that (a) such modification shall be, and be expressed to be, effective only after all Bonds of any Series Outstanding at the date of the adoption of such Supplemental Resolution shall cease to be Outstanding, or (b) the modification, in the sole judgment of the Agency, is reasonably necessary to assure that the interest on any related Series of Outstanding Bonds remains, or on any Series of Bonds thereafter issued will be, exempt from income taxation under the Code;

(7) To authorize the issuance of additional Series of Bonds in accordance with the provisions of Article II of the Bond Resolution;

(8) To amend the Bond Resolution by creating and establishing additional accounts;

(9) To amend the provisions described under “Enforcement of Program Securities” above to provide different days on which payments on the applicable Program Security are now payable;

(10) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Bond Resolution or any Series Resolution;

(11) To insert such provisions clarifying matters or questions arising under the Bond Resolution or any Series Resolution as are necessary or desirable and are not contrary to or inconsistent with the Bond Resolution or the applicable Series Resolution theretofore in effect; and

(12) To waive any right reserved to the Agency, provided that the loss of such right shall not adversely impair any Revenues available to pay the Outstanding Bonds of any Series.

Supplemental Resolutions become effective upon consent of the Trustee to make any other change as shall not be, in the opinion of the Trustee, materially adverse to the security or other interests of the Bondowners. With respect to the foregoing, the Trustee may rely upon the opinion of the Rating Agency with respect to whether the Rating of the Bonds has been adversely affected as conclusively establishing whether the change is materially adverse to the security or other interests of the Bondowners.

Other Supplemental Resolutions may become effective only with consent (i) of the Bondowners of at least a majority in principal amount of the Bonds Outstanding at the time such consent is given and (ii) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, of the Bondowners of at least a majority in principal amount of the Bonds of each Series so affected and Outstanding at the time such consent is given.

However, no such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bonds or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price or purchase price thereof or in the rate of interest thereon (except as otherwise provided in a Series Resolution) without the consent of the Bondowners of all such Bonds, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Bondowners of which is required to effect any such modification or amendment or shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto.

Any amendment may be made with unanimous consent of the Bondowners, except that no amendment shall change any of the rights or obligations of any fiduciary without the consent of the Fiduciary.

### **Certain Rights of GSEs**

The Agency in the Program Series Resolution has made certain covenants for the sole benefit of the GSEs so long as any Homeownership Finance Bonds, 2009 Series A (Mortgage-Backed Securities Program) (Treasury HFA Initiative) are Outstanding, including covenants not to amend or supplement the Bond Resolution without the prior written consent of the GSEs (exclusive of amendments solely to provide for the issuance of Additional Bonds), not to issue variable rate Bonds, not to enter into any Hedge Agreement under the Bond Resolution, and not to exercise its right to make voluntary withdrawals of cash or other assets from the lien of the Bond Resolution except upon certain conditions. Only the GSEs may enforce, or cause the Trustee to enforce, these covenants and either or both GSEs may waive such covenants in their sole discretion.

## APPENDIX E

### BOOK-ENTRY-ONLY SYSTEM

#### General

The Depository Trust Company, New York, New York (“DTC”), is to act as securities depository for the Series Bonds. The ownership of one fully registered Series Bond will be registered in the name of Cede & Co., DTC’s partnership nominee. *So long as Cede & Co. or another nominee designated by DTC is the registered owner of the Series Bonds, references herein to the Bondowners, Owners or registered owners of the Series Bonds shall mean Cede & Co. or such other nominee and shall not mean the Beneficial Owners (as hereinafter defined) of such Series Bonds.*

DTC is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of beneficial ownership interests in the Series Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series Bonds on DTC’s records. The ownership interest of each actual purchaser of each Series Bond (the “Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series Bonds, except in the event that use of the Book-Entry System for the Series Bonds is discontinued as described below.

To facilitate subsequent transfers, all Series Bonds deposited by Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series Bonds with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Series Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers. For every transfer and exchange of beneficial ownership in the Series Bonds, the Beneficial Owner may be charged a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation thereto.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices will be sent to DTC. If less than all of the Series Bonds are being redeemed, unless the “Pro-Rata Pass-Through Distribution of Principal” method is employed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in the Series Bonds to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to any Series Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the bond issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Series Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payment of the principal and redemption price of, and interest on, the Series Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts, upon DTC’s receipt of funds and corresponding detail information from the bond issuer or trustee on the payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC, the Trustee or the Agency, subject to any statutory and regulatory requirements as may be in effect from time to time. Payment of principal, redemption price, and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC), is the responsibility of the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

Under the 2014 Series Resolution, payments made by or on behalf of the Agency to DTC or its nominee shall satisfy the Agency’s obligations to the extent of the payments so made.

The above information contained in this section “Book-Entry-Only System” is based solely on information provided by DTC. No representation is made by the Agency or the Underwriters as to the completeness or the accuracy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof.

The Agency, the Underwriters and the Trustee cannot and do not give any assurances that DTC, the Direct Participants or the Indirect Participants will distribute to the Beneficial Owners of the Series Bonds (i) payments of principal of or interest and premium, if any, on the Series Bonds, (ii) certificates representing an ownership interest or other confirmation of beneficial ownership interest in Series Bonds, or (iii) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Series Bonds, or that they will do so on a timely basis, or that DTC, Direct Participants or Indirect Participants will serve and act in the manner described in this Official Statement. The current “Rules” applicable to DTC are on file with the Securities Exchange Commission, and the current “Procedures” of DTC to be followed in dealing with Direct Participants are on file with DTC.

*Neither the Agency, the Underwriters nor the Trustee will have any responsibility or obligation to any Direct Participant, Indirect Participant or any Beneficial Owner or any other person with respect to: (1) the Series Bonds; (2) the accuracy of any records maintained by DTC or any Direct Participant or Indirect Participant; (3) the payment by DTC or any Direct Participant or Indirect Participant of any amount due to any Beneficial Owner in respect of the principal or redemption price of or interest on the Series Bonds; (4) the delivery by DTC or any Direct Participant or Indirect Participant of any notice to any Beneficial Owner which is required or permitted under the terms of the Resolutions to be given to Owners of Series Bonds; (5) the selection of the Beneficial Owners to receive payment in the event of any partial redemption of Series Bonds; or (6) any consent given or other action taken by DTC as a Bondowner.*

#### **Discontinuation of Book-Entry System**

DTC may discontinue its book-entry services with respect to the Series Bonds at any time by giving notice to the Agency and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, the Series Bonds are required to be delivered as described in the 2014 Series Resolution. The Beneficial Owner, upon registration of such Series Bonds held in the Beneficial Owner’s name, will become the Bondowner.

The Agency may determine to discontinue the system of book entry transfers through DTC (or a successor securities depository) for the Series Bonds. In such event, the Series Bonds are to be delivered as described in the 2014 Series Resolution.

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**APPENDIX F**

**FORM OF OPINION OF BOND COUNSEL**

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[to be dated the date of issuance of the Series Bonds]

\_\_\_\_\_, 2014

Minnesota Housing Finance Agency  
St. Paul, Minnesota 55101

Re: Minnesota Housing Finance Agency  
Homeownership Finance Bonds  
2014 Series A (GNMA and FNMA Pass-Through Program)

Ladies and Gentlemen:

We have acted as bond counsel to the Minnesota Housing Finance Agency (the “Agency”) in connection with the authorization, issuance and delivery by the Agency of its Homeownership Finance Bonds, 2014 Series A (GNMA and FNMA Pass-Through Program), in the aggregate principal amount of \$38,526,925 ( the “2014 Series Bonds”), each series of which are issuable only as fully registered bonds.

The 2014 Series Bonds are dated, mature on the date, bear interest at the rate and are payable as provided in the Series Resolution referenced below. The 2014 Series Bonds are subject to optional and mandatory redemption prior to maturity, including redemption at par, as provided in the Series Resolution referenced below.

As bond counsel, we have examined certificates as to facts, estimates and circumstances and certified copies of resolutions and proceedings of the Agency and other documents we considered necessary as the basis for this opinion, including the Agency’s Bond Resolution adopted December 11, 2009, as amended and supplemented (the “Bond Resolution”), and the Series Resolution relating to the 2014 Series Bonds adopted June 5, 2014 (the “Series Resolution”). As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.

Applicable federal tax law, including certain provisions of Sections 143 and 148 of the Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements which must be met subsequent to the delivery of the 2014 Series Bonds in order that interest on the 2014 Series Bonds may be excluded from gross income for federal income tax purposes. The Agency has covenanted in the Bond Resolution and Series Resolution to comply with the requirements of applicable federal tax law and for such purpose to adopt and maintain appropriate procedures. In rendering this opinion, we have assumed compliance by the Agency with and enforcement by the Agency of the provisions of the Bond Resolution and Series Resolution.

From such examination it is our opinion that, under state and federal laws, regulations, rulings and decisions in effect on the date hereof: (1) the Agency is a public body corporate and politic, having no taxing power, duly organized and existing under Minnesota Statutes, Chapter 462A, as amended; (2) the Bond Resolution and Series Resolution have been duly and validly adopted by the Agency and are valid and binding upon it in accordance with their terms, and create the valid pledge and security interest they purport to create with respect to the Program Obligations, Investment Obligations, Revenues, moneys and other assets held and to be set aside under the Bond Resolution and Series Resolution; (3) the 2014 Series Bonds are duly and lawfully authorized to be issued and are valid and binding general obligations of the Agency in accordance with their terms, entitled to the benefits granted by and secured by the covenants contained in the Bond Resolution and Series Resolution, and are further secured by the pledge of the full faith and credit of the Agency, and are payable out of any of its moneys, assets or revenues, subject to the provisions of other resolutions or indentures now or hereafter pledging and appropriating particular moneys, assets, or revenues to other bonds or notes, or state laws appropriating particular funds for a

specified purpose, but the State of Minnesota is not liable thereon and the 2014 Series Bonds are not a debt of the State; and (4) the interest payable on the 2014 Series Bonds is not includable in gross income of owners thereof for federal income tax purposes or in taxable net income of individuals, trusts and estates for State of Minnesota income tax purposes, but such interest is includable in the income of corporations and financial institutions for purposes of the Minnesota franchise tax.

Interest on the 2014 Series Bonds will not be treated as an item of tax preference in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations, and will not be included in the calculation of adjusted current earnings for purposes of calculating the federal alternative minimum tax imposed on corporations. Interest on the 2014 Series Bonds will not be treated as an item of tax preference for purposes of calculating the Minnesota alternative minimum tax imposed on individuals, trusts and estates. We express no opinion regarding other federal, state or local tax consequences arising from the ownership or disposition of the 2014 Series Bonds. All owners of 2014 Series Bonds (including, but not limited to, insurance companies, financial institutions, Subchapter S corporations, United States branches of foreign corporations and recipients of social security and railroad retirement benefits) should consult their tax advisors concerning other possible indirect tax consequences of owning and disposing of the 2014 Series Bonds.

The opinions expressed above are qualified only to the extent that the enforceability of the 2014 Series Bonds and the Bond Resolution and Series Resolution are subject to bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Respectfully yours,

## **APPENDIX G**

### **IDENTIFICATION OF 2014A PROGRAM SECURITIES**

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## Identification of 2014A Program Securities

CUSIP	Pool Number	Pass-Through Rate	Original Principal Amount	Principal Outstanding (As of June 10, 2014)	Percentage of Principal Payments Allocable to Series Bonds	Percentage of Interest Payments Allocable to Series Bonds	Total Principal Amount Allocable to Series Bonds
3138XLJ37	FN AV8381 Mtge	4.500%	\$ 267,915.00	\$ 267,332.00	100%	100%	\$ 267,332.00
3138XLJW3	FN AV8376 Mtge	4.500%	1,088,282.00	1,084,687.00	100%	100%	1,084,687.00
3138XLH1	FN AW5727 Mtge	5.000%	627,387.00	626,697.00	100%	100%	626,697.00
3138XLJ29	FN AV8380 Mtge	4.000%	1,224,737.00	1,221,870.00	100%	100%	1,221,870.00
3138XLJV5	FN AV8375 Mtge	4.000%	1,591,256.00	1,585,156.00	100%	100%	1,585,156.00
3138XLJ52	FN AV8383 Mtge	4.500%	1,346,437.00	1,344,870.00	100%	100%	1,344,870.00
3138XLJQ6	FN AV8370 Mtge	4.000%	1,943,955.00	1,934,304.00	100%	100%	1,934,304.00
3138XTNK7	FN AW3993 Mtge	4.500%	587,897.00	586,478.00	100%	100%	586,478.00
3138XVGB0	FN AW5593 Mtge	4.500%	139,332.00	139,164.00	100%	100%	139,164.00
3138XTNJ0	FN AW3992 Mtge	4.000%	1,579,616.00	1,575,491.00	100%	100%	1,575,491.00
3138XVGA2	FN AW5592 Mtge	4.000%	2,332,082.00	2,329,005.00	100%	100%	2,329,005.00
3138XRFA2	FN AW1960 Mtge	4.000%	1,096,085.00	1,091,507.00	100%	100%	1,091,507.00
3138XLS2	FN AV8372 Mtge	4.000%	110,420.00	109,895.00	100%	100%	109,895.00
3138XVLM0	FN AW5731 Mtge	4.000%	2,636,661.00	2,636,661.00	100%	100%	2,636,661.00
3138XLEG7	FN AW7334 Mtge	4.000%	2,872,936.00	2,872,936.00	100%	100%	2,872,936.00
3138XMW48	FN AV9666 Mtge	4.500%	112,864.00	112,315.00	100%	100%	112,315.00
3138XVLN8	FN AW5732 Mtge	4.500%	150,718.00	150,718.00	100%	100%	150,718.00
3138XEH5	FN AW7335 Mtge	4.500%	311,261.00	311,261.00	100%	100%	311,261.00
FNMA Total/Weighted Average		4.131%	\$ 20,019,841.00	\$ 19,980,347.00			\$ 19,980,347.00
36182J5C2	G2 AH2643 Mtge	4.000%	\$ 5,023,227.00	\$ 5,008,472.00	100%	100%	\$ 5,008,472.00
36182J6U1	G2 AH2683 Mtge	4.000%	6,929,658.00	6,919,870.00	100%	100%	6,919,870.00
36182J5B4	G2 AH2642 Mtge	3.500%	2,573,020.00	2,565,624.00	100%	100%	2,565,624.00
36182J6T4	G2 AH2682 Mtge	3.500%	4,058,647.00	4,052,612.00	100%	100%	4,052,612.00
GNMA Total/Weighted Average		3.822%	\$ 18,584,552.00	\$ 18,546,578.00			\$ 18,546,578.00
Total/Weighted Average		3.982%	\$ 38,604,393.00	\$ 38,526,925.00			\$ 38,526,925.00

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