

NGN Draft No.1
2/18/20

FIRST SUPPLEMENTAL INDENTURE OF TRUST

By and Between

HOUSING FINANCE AUTHORITY OF MANATEE COUNTY, FLORIDA

and

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

as Trustee

Dated as of _____, 2020

This First Supplemental Indenture of Trust, dated as of _____, 2020, by and between the Housing Finance Authority of Manatee County, Florida, a Florida public body corporate and politic (the "Issuer") and The Bank of New York Mellon Trust Company, N.A., a national banking association, as trustee (the "Trustee");

WITNESSETH:

WHEREAS, the Issuer and the Trustee have previously entered into that certain Indenture of Trust, dated as of October 1, 2007 (the "Original Indenture"), securing the Issuer's Homeowner Revenue Bonds, including its Homeowner Revenue Bonds, Series 2007 (the "2007 Bonds"); and

WHEREAS, said 2007 Bonds have been paid in full, and the Issuer and the Trustee desire to amend the Original Indenture (as so amended hereby, the "Indenture") to contemplate additional duties in connection with the Issuer's "TBA" single family lending program;

NOW, THEREFORE, for due and valuable consideration approved and received, the parties hereto agree as follows:

SECTION 1. All monies in any fund or account under the Indenture as of the date hereof shall be transferred to a new fund to be held by the Trustee under the Indenture, to be known as the "Housing Finance Authority of Manatee County, Florida DPA Security Fund." Amounts in the DPA Security fund shall be held as security for and in fulfillment of the Issuer's obligation to fund down payment assistance on single family loans made by the Issuer under its TBA program. Monies may be requisitioned from time to time by the Issuer from the DPA Security Fund upon written direction given by the Issuer to the Trustee.

SECTION 2. Upon the issuance of new Homeowner Revenue Bonds under the Indenture, the Issuer may, at its option, direct the Trustee to transfer amounts held in the DPA Security Fund to another fund or account under the Indenture to facilitate the issuance of said Bonds.

SECTION 3. The Trustee's fees for administering the Indenture and the DPA Security Fund while no Homeowner Revenue Bonds are outstanding under the Indenture shall be _____.

SECTION 4. Except as amended hereby, the Original Indenture shall remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____,
2020.

**HOUSING AUTHORITY OF MANATEE
COUNTY, FLORIDA**

By: _____
Chairman

[SEAL]

Attest:

By: _____
Secretary/Treasurer

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

By: _____
Authorized Officer