

NOT A NEW ISSUE
REMARKETING OF PREVIOUSLY ISSUED BONDS

Ratings Moody's S&P
 Aaa AAA
(See "Ratings" herein)

In the opinion of Hawkins Delafield & Wood LLP, Special Tax Counsel to the Authority, delivered on the date of issuance of the Offered Bonds, under then-existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, interest on the Offered Bonds (i) is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code, and is not included in the adjusted current earnings of corporations for the purpose of calculating the alternative minimum tax. For more information concerning the tax treatment of the interest on the Offered Bonds, see "Tax Matters" herein.

Under the Authority's Act, income on the Offered Bonds, including any profit made on the sale thereof, is not included in taxable income for purposes of income taxation by the Commonwealth of Virginia and by the municipalities and all other political subdivisions of the Commonwealth.



\$90,000,000
VIRGINIA HOUSING DEVELOPMENT AUTHORITY
Commonwealth Mortgage Bonds
2012 Series C-Non-AMT, Subseries C-2

<u>Maturity Date</u> <u>(April 1)</u>	<u>Principal</u> <u>Amount</u>	<u>Serial or</u> <u>Term</u>	<u>Interest</u> <u>Rate</u>	<u>CUSIP</u>
2016	\$1,400,000	Serial	0.90%	92812UE95
2017	2,200,000	Serial	1.05	92812UF29
2018	3,400,000	Serial	1.25	92812UF37
2019	4,000,000	Serial	1.50	92812UF45
2020	3,900,000	Serial	1.75	92812UF52
2021	3,700,000	Serial	2.00	92812UF60
2022	3,700,000	Serial	2.20	92812UF78
2023	4,000,000	Serial	2.40	92812UF86
2024	4,300,000	Serial	2.50	92812UF94
2025	4,200,000	Serial	2.60	92812UG28
2031	25,200,000	Term	3.00	92812UG36
2038	30,000,000	Term	3.45	92812UG44

Price of all Offered Bonds 100%

Dated Date: Date of Delivery

Principal on the Offered Bonds is payable at maturity or prior redemption. Interest on the Offered Bonds commences to accrue on the date of delivery thereof and is payable semi-annually on each April 1 and October 1, commencing April 1, 2013. The Offered Bonds are issuable in \$5,000 denominations and in integral multiples thereof. The Offered Bonds will be initially available and may be purchased only in book-entry form through the facilities of DTC. U.S. Bank National Association, Minneapolis, Minnesota, is the Trustee.

The Offered Bonds are secured by Mortgage Loans, Investment Obligations, Revenues and other Assets of the Authority pledged thereto, and are general obligations of the Authority, subject to agreements heretofore or hereafter made with owners of Authority obligations other than Owners, all as more fully described herein.

The Authority has no taxing power. The Bonds do not constitute a debt or grant or loan of credit of the Commonwealth of Virginia, and the Commonwealth shall not be liable thereon, nor shall the Bonds be payable out of any funds other than those of the Authority.

The Offered Bonds are re-offered for delivery when, as and if the conditions precedent to the conversion of the interest rates thereon and the remarketing thereof are satisfied, subject to prior sale, or withdrawal or modification of the offer without notice. At the time of issuance of the Offered Bonds on December 20, 2012, the Approving Opinion of Hunton & Williams LLP, Richmond, Virginia, Bond Counsel to the Authority, as more fully described in "Legal Matters" herein, was delivered. In addition, at the time of such issuance of the Offered Bonds, the Tax Opinion of Hawkins Delafield & Wood LLP, New York, New York, Special Tax Counsel to the Authority, as more fully described in "Tax Matters" and "Legal Matters" herein, was delivered. It is expected that the Offered Bonds will be available for delivery through DTC in New York, New York, on or about January 24, 2013.

Raymond James & Associates, Inc.

No dealer, broker, salesman or other person has been authorized by the Authority or the Remarketing Agent to give any information or to make any representations other than those contained herein and, if given or made, such other information or representations must not be relied upon as having been authorized. There shall not be any offer or re-offer, solicitation or sale of the Offered Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer or re-offer, solicitation or sale. Information set forth herein has been furnished by the Authority and other sources which are believed to be reliable, but is not guaranteed as to accuracy or completeness by the Remarketing Agent.

The information and expressions of opinion herein speak as of their date unless otherwise noted and are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Authority since the dates as of which information is given herein.

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OFFICIAL STATEMENT

Capitalized terms used in this Official Statement, unless otherwise herein defined, shall have the meanings set forth in Section 101 of the Commonwealth Mortgage Bonds Resolution adopted by the Authority on July 15, 1986, as amended, supplemented and restated to the date hereof (the "Resolution"), which is attached hereto as Appendix A. The following terms are used in this Official Statement to refer to the Bonds listed below.

<u>Term</u>	<u>Referenced Bonds</u>
"Bonds"	Currently Outstanding Bonds (including the Offered Bonds and the other Series ABC Bonds) and any Commonwealth Mortgage Bonds hereafter issued
"Currently Outstanding Bonds"	Previously issued Commonwealth Mortgage Bonds presently outstanding as of the date of this Official Statement, including the Offered Bonds and the other Series ABC Bonds
"Offered Bonds" or "Offered Tax Exempt Bonds"	Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, Subseries C-2
"Series A Bonds"	Commonwealth Mortgage Bonds, 2012 Series A-Non-AMT
"Series ABC Bonds"	Series A Bonds, Series B Bonds, and Series C Bonds
"Series ABC-1 Bonds"	Series A Bonds, Series B Bonds and Subseries C-1 Bonds
"Series B Bonds"	Commonwealth Mortgage Bonds, 2012 Series B-AMT
"Series BC Bonds"	Series B Bonds and Series C Bonds
"Series C Bonds"	The Subseries C-1 Bonds and the Subseries C-STEM Bonds
"Subseries C-1 Bonds"	Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, Subseries C-1
"Subseries C-STEM Bonds" or "STEM Bonds"	Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, Subseries C-STEM, including the Offered Bonds
"Taxable Bonds"	Bonds on which interest is included in gross income for federal income tax purposes
"Tax Exempt AMT Bonds"	Tax Exempt Bonds, including the Series B Bonds, on which the interest is treated as a preference item in determining the tax liability of individuals, corporations and other taxpayers subject to the alternative minimum tax imposed by Section 55 of the Code
"Tax Exempt Bonds"	Bonds, including the Offered Bonds and the other Series ABC Bonds on which interest is not included in gross income for federal income tax purposes pursuant to Section 103 of the Code
"Tax Exempt Non-AMT Bonds"	Tax Exempt Bonds, including the Series C Bonds, on which the interest is NOT treated as a preference item in determining the tax liability of individuals, corporations and other taxpayers subject to the alternative minimum tax imposed by Section 55 of the Code and is NOT included in the adjusted current earnings of corporations for purposes of the alternative minimum tax
"Transitioned 1954 Code Tax Exempt Non-AMT Bonds"	Tax Exempt Bonds, including the Series A Bonds, on which the interest is NOT treated as a preference item in determining the tax liability of individuals, corporations and other taxpayers subject to the alternative minimum tax imposed by Section 55 of the Code and is included in the adjusted current earnings of corporations for purposes of the alternative minimum tax

This Official Statement is being distributed by the Authority to furnish pertinent information in connection with this re-offering of the Offered Bonds. The Offered Bonds are being re-offered hereby pursuant to the Act, the Resolution, the Bond Limitations Resolution adopted by the Authority on March 27, 2012 (the "Bond Limitations Resolution"), and the Written Determinations as to the terms of the Offered Bonds (the Resolution, the Bond Limitations Resolution and such Written Determinations are collectively referred to herein as the "Bond Resolution").

The Authority adopted the Resolution to issue Bonds, including the Offered Bonds, for the principal purpose of funding its single family housing program, including the Program described herein (see “The Single Family Programs”). The Resolution permits the issuance of additional parity Bonds, and the Authority anticipates that additional parity Bonds will be issued in the future. The Resolution also permits the Authority to execute Exchange Agreements (such as swap agreements), Enhancement Agreements (such as agreements related to bond insurance) and Other Financial Agreements under which the Authority’s obligations are payable from Assets and are treated as Bond Obligations payable from the same sources and on a parity basis with the Bonds (see “Security-Exchange Agreements, Enhancement Agreements, and Other Financial Agreements”).

The Code imposes substantial requirements with respect to Tax Exempt Bonds which must be satisfied in order for the interest on the Tax Exempt Bonds to be excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code. Any Mortgage Loan financed in whole or in part with proceeds of Tax Exempt Bonds must comply with Code requirements. The Authority has established procedures under which the Authority expects such Code requirements can be met (see “Summary of Certain Federal Requirements” in “Tax Matters”). Proceeds of the Offered Bonds may be combined with proceeds of net assets of the Authority, Taxable Bonds and Tax-Exempt Bonds (including the other Series ABC Bonds) to finance mortgage loans.

On December 20, 2012, the Authority issued \$790 million of its Series ABC Bonds. The Series A Bonds in the amount of \$74,490,000, the Series B Bonds in the amount of \$47,340,000, and a portion of the Series C Bonds (herein designated as the Subseries C-1 Bonds) in the amount of \$108,170,000 were issued bearing fixed interest rates. The balance of the Series C Bonds were issued bearing variable interest rates and subject to mandatory tender (the “STEM Bonds”). A portion of the STEM Bonds in the amount of \$90,000,000 is subject to tender on January 24, 2013. On and after such tender date, such portion of the STEM Bonds that have been remarketed will be redesignated as Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, Subseries C-2, which bonds will be the Offered Bonds. In this Official Statement, all references to “date of delivery” and “date of delivery of the Offered Bonds” shall mean the tender date referenced in this paragraph. The STEM Bonds so redesignated will bear interest at rates fixed to maturity until the date preceding their maturity or redemption.

The Offered Bonds, the other Subseries C-STEM Bonds and the Series ABC-1 Bonds were issued pursuant to a common plan and treated as a composite issue for purposes of the Code. Failure to comply with federal tax requirements with respect to the Series ABC-1 Bonds or the other Subseries C-STEM Bonds may cause interest on the Offered Bonds to be included in gross income for federal income tax purposes. See “Tax Matters.”

U.S. Bank National Association, Minneapolis, Minnesota, is the Trustee. Except in the event of the occurrence and continuance of an Event of Default, the Authority may remove and replace the Trustee and may serve in the capacity of Trustee.

The summaries of and references herein to the Act and the Bond Resolution and other documents and materials are only brief outlines of certain provisions thereof and do not purport to summarize or describe all the provisions thereof. For further information, reference is hereby made to the Act and the Bond Resolution and such other documents and materials for the complete provisions thereof.

The Offered Bonds (see “Description of the Offered Bonds” below) are Tax Exempt Bonds. Proceeds of the Offered Bonds may be combined with net assets of the Resolution and proceeds of Tax Exempt Bonds including the other Series C Bonds and Taxable Bonds (collectively, the “Other Funds”) to finance Mortgage Loans.

DESCRIPTION OF THE OFFERED BONDS

The proceeds of the Offered Bonds are expected to be used to finance, alone or in combination with Other Funds, Mortgage Loans.

The Offered Bonds shall be available in the denominations and in the aggregate principal amount and shall mature in the amounts and on the dates set forth on the front cover hereof. Interest on the Offered Bonds shall commence to accrue on their date of delivery and shall be payable semi-annually on the dates and at the interest rates set forth on the front cover hereof, calculated on the basis of a 360-day year consisting of twelve 30-day months. By purchasing one or more Offered Bonds from the Remarketing Agent, Beneficial Owners of each Offered Bond will be deemed to have consented to Interest Payment Dates of April 1 and October 1.

Principal and interest on the Offered Bonds shall be payable to the Owner thereof by check, draft, electronic funds transfer or other means determined by an Authorized Officer (which payment methodology can vary depending upon the amount payable, the Owner of such Bond and the usual and customary practices in the securities industry as determined by an Authorized Officer) in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The Offered Bonds will be initially available and may be purchased only in book-entry form through the facilities of DTC. Accordingly, for the purposes of the Bond Resolution, the Owner of the Offered Bonds shall be DTC’s partnership nominee, Cede & Co., and all references herein to the Owners of the Offered Bonds shall refer to Cede & Co., as aforesaid, and shall not mean the Beneficial Owners of the Offered Bonds as defined in Appendix B. See Appendix B for a description of DTC and its procedures.

For every exchange or transfer of the Offered Bonds, the Authority 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 such exchange or transfer.

Special Redemption

The Offered Bonds are subject to special redemption at the option of the Authority, either in whole or in part, at a redemption price equal to 100% of the principal amount thereof on any one or more dates from (1) excess Revenues deposited in and other moneys transferred to the revenue fund under the Bond Resolution after required transfers therefrom to other funds have been made for the payment of the Bond Obligation and (2) any moneys held under the Bond Resolution in any mortgage loan account or mortgage loan purchase account which the Authority determines will not be used to make or purchase Mortgage Loans. Excess Revenues include amounts which may be derived from the Offered Bonds, the other Currently Outstanding Bonds and any additional Bonds hereafter issued, and such amounts may be applied to the redemption of the Offered Bonds, the other Currently Outstanding Bonds, and any additional Bonds hereafter issued, except as otherwise agreed by the Authority. Such excess Revenues may be received from terminations (including prepayments) or sales of Mortgage Loans or sales of Authority Property. Such excess Revenues may, at the option of the Authority, be used to finance Mortgage Loans in compliance with Code requirements, if applicable (see Appendix D), and subject to the limitations described below. Accrued interest, if any, to the date of redemption will be paid upon redemption.

See “Selection of Bonds for Redemption” below for a discussion of selection of amounts and maturities of Offered Bonds for redemption and of allocation of redemptions within a maturity.

Certain Factors That May Affect Special Redemptions

The Code currently requires the redemption of Tax Exempt Bonds (other than certain refunding bonds) from certain unexpended proceeds thereof and repayment of principal on the Mortgage Loans financed thereby (See Appendix D). Except for a \$250,000 de minimis amount, unexpended proceeds of the Series C Bonds (including the Offered Bonds) which are expected to be used to finance Mortgage Loans but which shall not have been so used within 42 months from the date of issuance are required to be used to retire or redeem Series BC Bonds. Such Code requirement with respect to unexpended proceeds does not apply to the proceeds of the Series A Bonds or the Series B Bonds.

The “10-Year Rule” (defined in Appendix D — Certain Federal Income Tax Matters - Other Requirements), as currently imposed by the Code, requires all or a portion of repayments and prepayments of principal of Mortgage Loans made with or attributable to proceeds of the Series BC Bonds to be used by the Authority to retire or redeem Series BC Bonds. The following table displays the expected years during which the 10-year period will have expired with respect to principal amounts of the Series BC Bonds. Such portion of repayments and prepayments to be used to redeem or retire Series BC Bonds is a fraction, the numerator of which is the principal amount of then outstanding Series BC Bonds on which the 10 year period has expired (less any other Series BC Bonds retired in satisfaction of the 10-Year Rule requirement), and the denominator of which is the then outstanding principal amount of Series BC Bonds. The Authority cannot predict the actual repayments and prepayments it will receive or whether such Code provision may be repealed, and no assurance can be given that such actual redemptions will occur.

<u>Calendar Year</u>	<u>Series BC Bonds</u>
2012	\$0
2013	0
2014	47,340,000
2015	0
2016	0
2017	0
2018	0
2019	0
2020	0
2021	0
2022	<u>668,170,000</u>
	\$715,510,000

Factors which may affect the demand for Mortgage Loans and the amount of prepayments on Mortgage Loans financed by the Bonds and consequently the Authority’s ability to use the proceeds of Bonds (including the Offered Bonds and other Series C Bonds), prepayments and other excess Revenues for the financing of Mortgage Loans include not only general economic conditions but also the relationship between alternative mortgage loan interest rates (including rates on mortgage loans insured or guaranteed by agencies of the federal government, rates on conventional mortgage loans and the rates on other mortgage loans available from the Authority) and the interest rates being charged on the Mortgage Loans by the Authority. Accordingly, lower interest rates on such alternative mortgage loans could cause a lack of demand for Mortgage Loans, could result in prepayments in amounts greater than anticipated (see “Security - Sources of Payment”), and could necessitate the exercise by the Authority of its right (or compliance by the Authority with the requirement under the Code) to apply the proceeds of Bonds (including the Offered Bonds and other Series C Bonds), prepayments and other excess Revenues to redeem the Offered Bonds, to the extent permitted by the Code.

Mortgage Loans which are financed with proceeds of the Bonds (including the Offered Bonds) or otherwise pledged pursuant to the Bond Resolution may be refinanced, including by subsequent mortgage loans, including Mortgage Loans, made or purchased by the Authority or with respect to which the Authority is otherwise involved. Any such refinancings will result in the prepayments of the Mortgage Loans so refinanced and may result in the special redemption of Bonds (including the Offered Bonds) from excess Revenues generated by such prepayments. The Authority may conduct marketing activities, including the solicitation of Mortgagors, that will offer and/or encourage such refinancings of Mortgage Loans and may have the effect of increasing the amount of prepayments and the amount of Bonds (including the Offered Bonds) redeemed by special redemption.

The Authority does not currently anticipate any sales of Mortgage Loans which would result in the special redemption of the Offered Bonds; however, no assurance can be given that no such sales will occur. See “Revenue Test; Limited Operating Covenants” below for a discussion of the Authority’s ability to so sell Mortgage Loans.

The Code requires a payment from certain Mortgagors, including Mortgagors with Mortgage Loans financed in whole or in part by the Series BC Bonds, to the United States as described in “Recapture” in Appendix D. Such requirement may affect the demand for or rate of prepayment of Mortgage Loans financed or to be financed in whole or in part by Qualified Mortgage Bonds (as defined in Appendix D). A decrease in the demand for Mortgage Loans may result in the redemption of Offered Bonds from prepayments on Mortgage Loans (or other excess Revenues) which in the determination of the Authority are not to be used to make or finance Mortgage Loans. An increase or decrease in the rate of prepayment of Mortgage Loans may affect the amount of moneys available for redemption of Bonds or the recycling of funds into other Mortgage Loans as described under this subheading and may affect the average life of Bonds. The Authority cannot predict what effect, if any, such requirement will have on the origination or prepayment of Mortgage Loans subject to such requirement.

The Authority expects to use the proceeds of the Offered Bonds to make Mortgage Loans on a concurrent and competitive basis with mortgage loans financed or subsidized by existing or future Authority bond proceeds or other moneys, methods of financing, or programs including proceeds of the other Currently Outstanding Bonds and any Bonds hereafter issued, as well as securitizations through Ginnie Mae and sales to or securitizations through Fannie Mae and/or the issuance of federal Mortgage Credit Certificates.

Optional Redemption

The Offered Bonds maturing on or after April 1, 2023, are subject to redemption, at the election of the Authority, either in whole or in part on any date on or after October 1, 2022 (“the First Optional Redemption Date”), at a Redemption Price equal to the principal amount, without premium, of the Offered Bonds to be so redeemed. Accrued interest, if any, to the date of redemption will be paid upon redemption.

See “Selection of Bonds for Redemption” below for a discussion of selection of amounts and maturities of Offered Bonds for redemption and of allocation of redemptions within a maturity.

Sinking Fund Redemption

The Offered Bonds designated as Term Bonds on the front cover hereof are subject to redemption in part prior to maturity from mandatory Sinking Fund Installments which are required to be made in the amounts specified for each of the dates shown below. The Redemption Price shall be the principal amount of the Offered Bonds to be redeemed. Accrued interest, if any, to the date of redemption will be paid upon redemption. In the event of a partial redemption of a maturity of Term Bonds (other than in satisfaction of Sinking Fund Installments) or the purchase and cancellation of less than all of a maturity of Term Bonds, the Authority shall instruct the Trustee as to which Sinking Fund Installments shall be affected by such redemption or purchase and cancellation.

<u>Offered Bonds</u> <u>Maturing April 1, 2031</u>		<u>Offered Bonds</u> <u>Maturing April 1, 2038</u>	
<u>Sinking Fund</u> <u>Installment Date</u>	<u>Principal</u> <u>Amount</u>	<u>Sinking Fund</u> <u>Installment Date</u>	<u>Principal</u> <u>Amount</u>
April 1, 2026	\$4,200,000	April 1, 2032	\$4,300,000
April 1, 2027	4,200,000	April 1, 2033	4,400,000
April 1, 2028	4,200,000	April 1, 2034	4,400,000
April 1, 2029	4,200,000	April 1, 2035	4,400,000
April 1, 2030	4,200,000	April 1, 2036	4,400,000
April 1, 2031*	<u>4,200,000</u>	April 1, 2037	4,100,000
	\$25,200,000	April 1, 2038*	<u>4,000,000</u>
			\$30,000,000

* Maturity Date

See “Selection of Bonds for Redemption” below.

Selection of Bonds for Redemption

When redeeming Offered Bonds as described in the preceding sections entitled “Special Redemption” and “Optional Redemption”, the Authority has complete discretion to select the amount and maturities of Offered Bonds to be redeemed. In so selecting the Offered Bonds to be redeemed, the Authority expects to consider such factors as it deems relevant at that time to best achieve its financial and programmatic purposes. Such factors may include, but need not be limited to, interest rates, maturities, future legislation affecting Tax Exempt Bonds or single family mortgage loan originations (see “Changes in Federal or State Law and Programs” under “The Single Family Programs” herein), and the impact of the 10-Year Rule on the Series BC Bonds then outstanding; however, no assurance can be given as to whether those factors or any other factors will be considered or as to how such factors will be applied in the selection of the Offered Bonds to be redeemed.

If the Offered Bonds are registered in book-entry only form and so long as DTC or a successor securities depository is the sole registered owner of the Offered Bonds and if less than all of the Offered Bonds of a maturity are to be redeemed, such redemption shall be made on a pro rata pass-through distribution of principal basis in accordance with DTC procedures, provided that, so long as the Offered Bonds are held in book-entry form, the redemption of such Offered Bonds shall be made in accordance with the operational arrangements of DTC then in effect, and, if the DTC operational arrangements do not allow for redemption on a pro rata pass-through distribution of principal basis, ownership interests in the Offered Bonds of the maturity to be redeemed will be selected for redemption, in accordance with DTC procedures, by lot.

It is the Authority's intent that redemption allocations for Offered Bonds of a maturity to be redeemed be made on a pro rata pass-through distribution of principal basis as described above. However, the Authority cannot provide any assurance that DTC, DTC's direct and indirect participants or any other intermediary will allocate the redemption of the Offered Bonds on such basis. If the DTC operational arrangements do not allow for the redemption of Offered Bonds of a maturity to be redeemed on a pro rata pass-through distribution of principal basis as discussed above, then ownership interests in the Offered Bonds of the maturity to be redeemed will be selected for redemption, in accordance with DTC procedures, by lot. If the Offered Bonds are not registered in book-entry only form, any redemption of less than all of a maturity of the Offered Bonds shall be allocated among the registered owners of such Offered Bonds on a pro-rata basis.

Notice to Owners

Notice of any redemption of an Offered Bond will be sent to the Owner thereof at least 20 days, or such lesser number of days as is permitted by DTC, prior to the date of redemption. Any notice to Owners required pursuant to the Bond Resolution shall be sent or transmitted, at the Authority's direction, by mail or other means of physical delivery, or by facsimile or other electronic means to such Owner at his last address, physical or electronic, set forth in the Registration Books.

Defeasance

The Bond Resolution provides that if the Authority deposits Defeasance Obligations that provide sufficient amounts to pay all Bond Amounts due and to become due on the Offered Bonds, such Offered Bonds shall no longer be deemed outstanding under the Bond Resolution and will be secured solely by such Defeasance Obligations. For further detail see Section 1101 of the Resolution in Appendix A.

Acceleration

Pursuant to the Act, in the event that the Authority shall default in the payment of principal of or interest on any issue of the Bonds and such default shall continue for 30 days or in the event that the Authority shall otherwise fail to comply with the provisions of the Bond Resolution, the Owners of 25% in aggregate principal amount of such issue of Bonds may appoint a trustee to represent the Owners of such issue of Bonds, and such trustee may, and upon written request of the Owners of 25% in aggregate principal amount of such issue of Bonds shall, in its name declare all such issue of Bonds due and payable.

SECURITY

Pledge of Assets

The Bonds, including the Offered Bonds, are secured, to the extent and as provided in the Resolution, by a pledge of the Assets, which consist of Mortgage Loans (see “The Single Family Programs” and Appendix I “Data on Single Family Mortgage Loans – Data on Commonwealth Bond Mortgage Loans” for certain information concerning the Mortgage Loans), Authority Property, Revenues and Investment Obligations, and, to the extent made subject to the pledge or lien of the Resolution, Enhancement Agreements, Exchange Agreements and Other Financial Agreements (see “Summary of Certain Provisions of the Resolution—Assets and the Pledge Thereof”). The Resolution imposes no requirements on the Authority as to a minimum amount or type of Assets except for the Revenue Test, as more fully described in “Revenue Test; Limited Operating Covenants” herein.

The Resolution permits the Authority to (i) purchase, sell, exchange, transfer and modify Assets, (ii) apply Assets to the payment of Expenses, and (iii) release Assets from the lien or pledge created by the Bond Resolution subject only to the satisfaction of the Revenue Test (see “Revenue Test; Limited Operating Covenants” and “Withdrawal, Transfer, Sale, Exchange and Modification of Assets” in “Summary of Certain Provisions of the Resolution”).

The Authority may from time to time withdraw Assets from the Bond Resolution for deposit in its General Fund, subject to satisfaction of the Revenue Test. Since the date of the most recent financial statements (audited or unaudited) in Appendix E the Authority has withdrawn \$43 million of Assets from the Bond Resolution and has also contributed \$157 million of single family mortgage loans to the Bond Resolution that following such contribution became Assets. The Authority can give no assurances that it will not make any future withdrawals.

The Act provides that any pledge made by the Authority is valid and binding from the time such pledge is made and that the Authority's interest, then existing or thereafter obtained, in revenues, moneys, mortgage loans, receivables, contract rights or other property or proceeds so pledged shall immediately be subject to the lien of such pledge without any physical delivery or further act, and the lien of such pledge shall be valid and binding against all parties having claims of any kind in tort, contract or otherwise against the Authority, irrespective of whether such parties have notice thereof. The Act further provides that no instrument by which a pledge is created need be recorded nor shall any filing be required with respect thereto. The Authority does not expect to record or file any deed of trust, mortgage or other instrument creating or evidencing the pledge or lien created by the Resolution with respect to any Asset or other Asset hereafter pledged to secure the Bonds. The Authority does not expect to physically deliver Assets to the Trustee.

The Resolution does not require the establishment and funding of any debt service reserve fund or any other reserve fund, and the Authority does not expect to establish or fund any such reserve fund.

Mortgage Loans

See "The Single Family Programs" and Appendix I "Data on Single Family Mortgage Loans - Data on Commonwealth Bond Mortgage Loans" for certain information concerning the Mortgage Loans.

Exchange Agreements, Enhancement Agreements, and Other Financial Agreements

The Resolution permits the Authority to execute Exchange Agreements (such as swap agreements), Enhancement Agreements (such as agreements related to bond insurance) and Other Financial Agreements under which the Authority obligations are payable from Assets and are treated as Bond Obligations payable from the same sources and on a parity basis with the Bonds (see "Summary of Certain Provisions of the Resolution - Incurrence of Additional Bond Obligations"). Any Enhancement Agreements, any Exchange Agreements or any Other Financial Agreements, including those made subject to the pledge or lien of the Bond Resolution, are subject to the risk that the other parties to such Agreements may not satisfy their obligations set forth in such Agreements. The Bond Resolution does not establish minimum rating requirements for such other parties. There are no outstanding Exchange Agreements under which the Authority's obligations are payable from Assets. As of September 30, 2012, approximately \$36.1 million of Outstanding Bonds are insured, at the request of the Authority, by a third party. The annual premium on such insurance is payable from Assets.

In addition, the Authority may, in connection with the issuance of Ginnie Mae securities and Fannie Mae securities (see "The Single Family Programs - Ginnie Mae Financing and Fannie Mae Financing"), enter into Other Financial Agreements under which the Authority agrees with securities dealers to deliver such securities in specified amounts and by specified dates and is liable to the securities dealers for loss due to failure to so deliver such securities. Any such liability would be payable from Assets. As of September 30, 2012, the Authority is obligated to deliver \$129.4 million of such securities under such Other Financial Agreements.

In order to provide additional funds for its programs and other legally permissible purposes, the Authority considers from time to time the sale of existing or newly originated single family mortgage loans allocated or to be allocated to its General Fund or the Resolution. In connection therewith, the Authority may enter into one or more Other Financial Agreements with the purchaser of such mortgage loans that would secure the Authority's obligations to such purchaser to fund any payment deficiencies on the mortgage loans so sold. No assurances can be given whether the Authority will effect such sale or enter into any of the above described Other Financial Agreements or as to the amounts or terms thereof or the amounts that would be payable from Assets.

Investment Obligations

The Authority maintains a substantial portion of Assets as Investment Obligations. Eligible Investment Obligations are set forth in the definition thereof in Appendix A and include (i) any investment (debt or other contractual obligation or equity interest) which, in the determination of an Authorized Officer, is a suitable investment, in light of the amount and timing of Bond Obligation payments, the amount of Assets, and the availability of monies to pay Bond Obligations as they become due, at the time of acquisition thereof, and (ii) certain investments which bear, or the obligor(s) or guarantor(s) thereof bear, an investment grade rating assigned by a nationally recognized rating agency. See "Investments" in "The Authority".

General Obligations of the Authority

The Offered Bonds are also general obligations of the Authority payable out of any of its revenues, moneys or assets, subject to agreements heretofore or hereafter made with owners of Authority obligations other than the Owners pledging particular revenues, moneys or assets for the payment thereof. The security provided the Offered Bonds by the Authority's general obligation should be evaluated in connection with the performance of other loan programs of the Authority and such

pledging of particular revenues, moneys or assets. See “Multi-Family Program”, “Other Single Family Programs”, “Summary of Revenues, Expenses, and Net Assets”, and “General Fund and Other Net Assets” in “The Authority”.

The Authority has no taxing power. The Bonds do not constitute a debt or grant or loan of credit of the Commonwealth, and the Commonwealth shall not be liable thereon, nor shall the Bonds be payable out of any funds other than those of the Authority. The Authority has not created a capital reserve fund to secure the Bonds, and therefore, the Bonds are not subject to the provision in the Act that requires the Governor to include in the Governor’s budget funds to cover any deficiency in the capital reserve funds of the Authority and that authorizes the General Assembly to appropriate funds therefor.

Sources of Payment

The scheduled payments of Bond Amounts, including the principal of and the interest on the Offered Bonds and any Enhancement Agreements, any Exchange Agreements or any Other Financial Agreements that are payable from Assets, have been or are expected to be based upon the assumed receipt by the Authority of principal and interest or other payments on or with respect to Mortgage Loans and Investment Obligations, any Revenue with respect to Authority Property (excluding such income to be applied to the payment of operating expenses or to be deposited into reserve or escrow funds for such Authority Property), payments with respect to any Enhancement Agreement, any Exchange Agreement or any Other Financial Agreements pledged as Assets, and net assets of the Authority, including net assets pledged under the Resolution.

The ability of the Authority to pay Bond Amounts, including principal and interest on the Offered Bonds, may be adversely affected by several factors including (i) failure to receive principal and interest or other payments or income when due or any time thereafter with respect to Mortgage Loans, Investment Obligations and any Enhancement Agreement, Exchange Agreement or Other Financial Agreement pledged as Assets, (ii) terminations and prepayments of Mortgage Loans at times and at rates not anticipated by the Authority, (iii) Mortgage Loans, Investment Obligations and other assets not being made, financed or acquired at the times, interest rates or prices, as applicable, contemplated by the Authority or not being made, financed or acquired at all, and (iv) losses from the sale or other disposition of Assets. A portion of such Mortgage Loan terminations are due to foreclosure, deed in lieu of foreclosure, and assignment to mortgage loan companies. The Authority does not necessarily receive cash upon the occurrence of such terminations. The receipt of cash for such terminations may occur at a later time and may be for an amount less than the amount which was due under the Mortgage Loan.

In establishing the principal amounts and dates of the maturities and sinking fund installments for the Offered Bonds and the other Currently Outstanding Bonds, including the Series ABC-1 Bonds and the other Subseries C-STEM Bonds (subsequent to conversion, if any, of the interest rates thereon to rates fixed to maturity or prior redemption), the Authority has assumed or will assume certain levels of prepayments of Mortgage Loans, a substantial portion of which will be used to pay such principal amounts and sinking fund installments. Such assumed levels have been or will be a percentage (0% or higher) of the PSA Rate. For this purpose, revenues received by the Authority as a result of defaults on Mortgage Loans are treated as prepayments. The PSA Rate is a model that utilizes an assumed rate of prepayment each month relative to the then outstanding principal balance of a pool of mortgage loans. The PSA Rate assumes constant prepayment rates of 0.2% per annum of the then outstanding principal balance of such mortgage loans in the first month of the life of the mortgage loan and an additional 0.2% per annum in each month thereafter until the thirtieth month. Beginning in the thirtieth month and in each month thereafter during the life of the mortgage loans, the PSA Rate assumes a constant prepayment rate of 6% per annum. The PSA Rate does not purport to be a historical description of prepayment experience or a prediction of the anticipated rate of prepayment of any pool of mortgage loans, including the Mortgage Loans financed by the Bonds.

Set forth below are the percentages (if any) of the PSA rates used or expected to be used by the Authority in assuming the above described levels of prepayments of Mortgage Loans financed by the Currently Outstanding Bonds. The Series of Bonds marked “pass-through” each have monthly sinking fund installments equal to the sum of (or a specified percentage of the sum of) scheduled principal payments on the Mortgage Loans allocated to such series, prepayments received on such allocated Mortgage Loans and certain other payments relating to such allocated Mortgage Loans and have a stated maturity date corresponding to the date of the last scheduled payment on any such allocated Mortgage Loan.

<u>Bond Series</u>	<u>Pass-through or Percentage PSA Rate Assumed</u>
2002 Series B-Taxable	pass-through
2002 Series E-Taxable	pass-through
2003 Series C	pass-through
2004 Series B	pass-through
2004 Series C-AMT	100%
2005 Series A-AMT and B	64%
2005 Series C-AMT, D-AMT and E	100%
2006 Series A	pass-through
2006 Series B	pass-through
2006 Series C	pass-through
2006 Series DEF	50%
2007 Series ABCD	47%
2008 Series A	pass-through
2008 Series B	pass-through

<u>Bond Series</u>	<u>Pass-through or Percentage PSA Rate Assumed</u>
2008 Series C	pass-through
2008 Series DE	50%
2009 Series A	Not Applicable
Series ABC Bonds	20%*

* Up to 40% in the event that all of the Subseries C-STEM Bonds are not converted.

The past events represented by the PSA Rate are not necessarily indicative of future events. As a result, there can be no assurance that the prepayment experience of the Authority will substantially parallel those of the PSA Rate. The Authority's exercise of its rights to redeem some of the Bonds may change the percentage of the PSA Rate required to meet scheduled debt service on the Bonds on or after the redemption dates of such Bonds.

In the case of Bonds that have been or are hereafter issued subject to mandatory tender (including the other Subseries C-STEM Bonds), the Authority has assumed and expects to assume that, if such Bonds are not remarketed, they will be redeemed and the Redemption Price will be payable from their proceeds and investment earnings thereon which are held by the Authority prior to such mandatory tender.

In estimating investment income to be received on moneys held under the Bond Resolution, the Authority assumes the investment of such funds at such interest rates as are deemed reasonable based on market conditions at the time of issuance of the applicable series of Bonds.

On the basis of the foregoing facts and assumptions, the Revenues and other income to be received with respect to the Series ABC-1 Bonds, the Offered Bonds, the other Subseries C-STEM Bonds and the other Currently Outstanding Bonds are expected by the Authority to be in excess of the scheduled debt service thereon. Certain excess Revenues must be used to redeem Bonds, and any other excess Revenues may be used to purchase or redeem Bonds, including the Offered Bonds (see "Description of the Offered Bonds"). In reaching such expectation in the second preceding sentence, the Authority has not considered the issuance of additional Bonds or the application or investment of the proceeds thereof. The Authority believes its assumptions regarding the Series ABC-1 Bonds, the Offered Bonds, the other Subseries C-STEM Bonds and the other Currently Outstanding Bonds to be reasonable, but the Authority can give no assurance that the actual receipt of Revenues (including principal prepayments) will correspond with its estimates of available money to pay debt service on the Series ABC-1 Bonds, the Offered Bonds, the other Subseries C-STEM Bonds and the other Currently Outstanding Bonds.

Amendments to Bond Resolution; Bonds Acquired by the Authority

The Bond Resolution provides authorization for amendments to certain provisions therein by supplemental resolution of the Authority without the consent of Owners (see Section 701 of the Resolution in Appendix A). Pursuant to such authorization, the Authority may, subject to the Revenue Test described below, amend the Bond Resolution in any respect, except as set forth in Section 701(7) of the Resolution. The Bond Resolution, including the Revenue Test, also may be amended with the consent of the Owners of more than sixty percent (60%) of the Bond Obligation as provided in Sections 702 and 802 of the Resolution. Any of the foregoing amendments may adversely affect the security for the Bonds. See Appendix A for Sections 701(7), 702 and 802.

Pursuant to the Act and the Bond Resolution, the Authority may purchase or otherwise acquire the actual or constructive ownership of Bonds prior to the maturity or redemption thereof with the intent that such Bonds remain Outstanding and that any such Bonds so purchased or acquired shall remain Outstanding, subject to any terms and conditions determined by the Authority. Any Bonds so owned by the Authority shall be entitled to vote or give consents under the Bond Resolution, except with respect to amendments to the Bond Resolution, and remedies and appointment and removal of the Trustee upon an Event of Default. Any such vote or consent may adversely affect the security for the Bonds.

REVENUE TEST; LIMITED OPERATING COVENANTS

Except for the Revenue Test described below, the Bond Resolution imposes no restrictions on the Authority's ability to transfer Assets to the Authority's General Fund (thereby releasing such Assets from the lien and pledge of the Bond Resolution), and no requirements on the Authority as to the minimum amount or type of Assets, nor does it impose any requirements on the Authority with respect to annual income or net worth. The Bond Resolution does require that certain actions, including transfer of all or any portion of any Asset to the Authority's General Fund (thereby releasing such Asset or portion from the lien and pledge of the Bond Resolution), can be undertaken only pursuant to the Revenue Test set forth in the Bond Resolution. The Revenue Test requires an Authorized Officer of the Authority, based on such assumptions as such Authorized Officer shall deem reasonable and subject to certain other conditions, to determine that subsequent to taking such action, Revenues, as defined in the Resolution, "shall be at least sufficient to pay all Bond Amounts as such Amounts are or are anticipated to become due and payable (by purchase, redemption, or otherwise)." See the definition of Revenue Test in Section 101 of the Resolution attached as Appendix A to this Official Statement.

To the extent that pursuant to an Officer's Certificate the Authority pledges any funds which are not then subject to the pledge of the Bond Resolution and which are expected to be thereafter used to finance Mortgage Loans until the issuance of

Bonds therefor, an amount of Assets equivalent to such funds, plus a reasonable charge for interest on such funds if and as determined by an Authorized Officer, may be subsequently withdrawn and transferred to the Authority without regard to the satisfaction of the Revenue Test.

TAX MATTERS

Federal Taxes

Taxable Bonds

Interest on Taxable Bonds is included in gross income for Federal income tax purposes pursuant to the Code. None of the Offered Bonds are Taxable Bonds.

Offered Tax Exempt Bonds

The proceeds of the Offered Bonds are expected to be used as set forth in “Description of the Offered Bonds” above. The Offered Bonds and the other Series ABC Bonds have been issued pursuant to a common plan of financing and treated as a composite issue for purposes of the Code. Failure to comply with federal tax requirements with respect to any of the Series ABC Bonds may cause interest on the Series ABC Bonds, including the Offered Bonds to be included in gross income for federal income tax purposes.

The Code provides that interest on obligations of a governmental unit such as the Authority issued to finance single family residences or to refund bonds issued for such purposes is excluded from gross income for federal income tax purposes only if certain requirements are met with respect to the terms, amount and purpose of the obligations, the use of the funds generated by the issuance of the obligations, the nature of the residences and the mortgage loans and the eligibility of the borrowers executing the mortgage loan.

The Code requires that the Authority provide restrictions in all relevant documents to permit financing only in accordance with such requirements and that the Authority establish reasonable procedures to assure compliance. These requirements and procedures are described in Appendix D. The Authority has included provisions in the Bond Resolution, its program documentation and other relevant documents and has established procedures (including receipt of certain affidavits and representations from Originating Lenders (as defined below, see “The Single Family Programs – General”) and mortgagors respecting the Mortgage Loan eligibility requirements) in order to assure compliance with the Mortgage Loan eligibility requirements and other requirements of the Code. The Authority has covenanted in the Bond Resolution to comply with the Code and for such purposes, to adopt and maintain appropriate procedures. The Authority believes that the procedures and documentation requirements established for the purpose of fulfilling these covenants are sufficient to assure that the proceeds of the Offered Bonds will be applied in accordance with the requirements of the Code so as to assure that interest on the Offered Bonds, is not included in gross income for federal income tax purposes.

In the opinion of Hawkins Delafield & Wood LLP, Special Tax Counsel to the Authority, delivered on the date of issuance of the Offered Bonds, under then-existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, interest on the Offered Bonds (i) is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, and (ii) is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code, and is not included in the adjusted current earnings of corporations for the purpose of calculating the alternative minimum tax. In rendering its opinion, Special Tax Counsel relied on certain representations, certifications of fact, and statements of reasonable expectations made by the Authority in connection with the Offered Bonds, and Special Tax Counsel assumed compliance by the Authority with certain ongoing covenants to comply with applicable requirements of the Code to assure the exclusion of interest on the Offered Bonds from gross income under Section 103 of the Code.

The proposed opinion of Special Tax Counsel to the Authority, Hawkins Delafield & Wood LLP, to be delivered to the Authority on the date of delivery of the Offered Bonds is attached hereto as Appendix K.

Special Tax Counsel expresses no opinion as to any other matter with respect to the exemption of interest on the Offered Bonds from federal income taxation or as to the treatment of any such Bonds for tax purposes by any state, city, county or other jurisdiction. Special Tax Counsel renders its opinions under existing statutes and court decisions as of the respective dates of its opinions, and assumes no obligation to update, revise or supplement its opinions to reflect any action thereafter taken or not taken, or any facts or circumstances that may thereafter come to its attention, or changes in law or in interpretations thereof that may thereafter occur, or for any other reason. Special Tax Counsel expresses no opinion on the effect of any action thereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Offered Bonds, or under state and local tax law.

The Code establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Offered Bonds in order that interest on the Offered Bonds be and remain excluded from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Offered Bonds and the other Series ABC Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. Noncompliance with

such requirements may cause interest on the Offered Bonds to become included in gross income for federal income tax purposes retroactively to their issue date, irrespective of the date on which such noncompliance occurs or is discovered.

The following is a brief discussion of certain collateral federal income tax matters with respect to the Offered Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of an Offered Bond. Prospective investors, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Offered Bonds.

Prospective owners of the Offered Bonds should be aware that the ownership of such obligations may result in collateral federal income tax consequences to various categories of persons, such as corporations (including S Corporations and foreign corporations), financial institutions, property and casualty and life insurance companies, individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for federal income tax purposes. Interest on the Offered Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

The Authority's Tax Certification delivered concurrently with the issuance of the Offered Bonds and the other Series ABC Bonds contained provisions and procedures relating to compliance with the requirements of the Code. The Authority, in executing its Tax Certification, certified to the effect that it expects to be able to and will comply with the provisions and procedures set forth therein. The Authority has also covenanted in the Bond Resolution that it shall at all times do and perform all acts required by law in order to assure that interest paid on the Offered Bonds is not included in the gross income of the Owners thereof pursuant to the Code. In furtherance thereof, the Authority has required or will require each Mortgagor with respect to each Mortgage Loan to be financed from the proceeds of the Offered Bonds and the other Series ABC Bonds to make certain covenants in the Mortgage Loan documents in order to satisfy the above described requirements of the Code. However, no assurance can be given that in the event of a breach of any such provisions, procedures and covenants, the remedies available to the Authority and/or Owners of the Offered Bonds can be judicially enforced in such manner as to assure compliance with the requirements of applicable federal tax law and therefore to prevent the loss of the exclusion of interest on the Offered Bonds pursuant to the Code. Any loss of the exclusion of interest on the Offered Bonds may be retroactive to the date the Offered Bonds began to accrue interest, irrespective of when an event of noncompliance may occur or be ascertained.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, including the Offered Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, "Request for Taxpayer Identification Number and Certification", or if the recipient is one of a limited class of exempt recipients.

A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to "backup withholding", which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Code. For the foregoing purpose, a "payor" generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient. If an owner purchasing an Offered Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Offered Bonds from gross income for Federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner's Federal income tax once the required information is furnished to the Internal Revenue Service.

Virginia Taxes

Under the Act, income on the Offered Bonds, including any profit made on the sale thereof, is not included in taxable income for purposes of income taxation by the Commonwealth and by the municipalities and all other political subdivisions of the Commonwealth. All potential purchasers should consult their tax advisors regarding tax treatment of the Offered Bonds by the Commonwealth.

Miscellaneous

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the Federal or state level, may adversely affect the tax-exempt status of interest on the Offered Bonds under Federal or state law or otherwise prevent beneficial owners of the Offered Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Offered Bonds. There can be no assurance that any such legislation, actions or decisions, if ever enacted, taken or rendered following the issuance of the Offered Bonds, will not have an adverse effect on the tax-exempt status, market price or marketability of the Offered Bonds.

Prospective purchasers of the Offered Bonds should consult their own tax advisors regarding the foregoing matters.

CONTINUING DISCLOSURE

The Authority has covenanted for the benefit of the Holders and the Beneficial Owners (as each term is defined in the Continuing Disclosure Agreement — see Appendix F) of the Offered Bonds, to provide certain financial information and operating data relating to the Authority by not later than 180 days following the end of the Authority's Fiscal Year (the "Annual Financial Information"), and to provide notices of the occurrence of certain enumerated events. The Annual Financial Information and notices of such events will be filed by the Authority with the Electronic Municipal Markets Access ("EMMA") system established by the Municipal Securities Rulemaking Board. EMMA's website address currently is www.emma.msrb.org.

The specific nature of the information to be contained in the Annual Financial Information or the required event notices and other terms of the Continuing Disclosure Agreement are summarized in Appendix F — "Summary of Certain Provisions of the Continuing Disclosure Agreement." These covenants have been made in order to assist the Remarketing Agent to comply with Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission (the "Rule"). The Authority has never failed to comply in all material respects with any previous undertakings with respect to the Rule to provide annual financial information or required event notices.

The rights of the Trustee and of Owners to enforce the provision of the Continuing Disclosure Agreement are limited as described more fully in "Enforcement" in Appendix F and, any failure by the Authority to comply with the Continuing Disclosure Agreement will not constitute an Event of Default under the Bond Resolution.

The Continuing Disclosure Agreement requires the Authority to provide only limited information at specified times and may not require the disclosure of all information necessary for determining the value of the Offered Bonds.

The Authority periodically compiles certain information on its bond and mortgage loan programs which is available on its website, www.vhda.com. Although the Authority presently intends to continue to compile such information and make it available on its website, it is not obligated to do so pursuant to the Continuing Disclosure Agreement.

LEGAL MATTERS

At the time of issuance of the Offered Bonds on December 20, 2012, certain legal matters relating to the authorization and validity of the Offered Bonds were the subject of the approving opinion of Hunton & Williams LLP, Richmond, Virginia, Bond Counsel. Such opinion (the "Approving Opinion") was limited to matters relating to the authorization and validity of the Offered Bonds. As described in "Tax Matters" above, certain legal matters relating to federal income tax treatment of interest on the Offered Bonds were the subject of the tax opinion (the "Tax Opinion") of Hawkins Delafield & Wood LLP, Special Tax Counsel to the Authority. Copies of the opinions of Bond Counsel and Special Tax Counsel are attached hereto as Appendices G and H, respectively. In addition, the proposed opinion of Special Tax Counsel to be delivered on the date of delivery of the Offered Bonds is attached hereto as Appendix K. Neither Bond Counsel nor Special Tax Counsel has been engaged to investigate the financial resources of the Authority or its ability to provide for payment of the Offered Bonds, and neither the Approving Opinion nor the Tax Opinion make any statement as to such matters or as to the accuracy or completeness of this Official Statement generally. Certain legal matters were passed on for the Authority by its General Counsel, Paul M. Brennan, Esquire, at the time of the issuance of Offered Bonds on December 20, 2012.

REMARKETING

The Offered Bonds are being purchased by the one or more remarketing agents listed on the front cover of this Official Statement as delivered in its final form (the "Remarketing Agent"). The Remarketing Agent has agreed, pursuant to certain terms and conditions with respect to the Offered Bonds, to purchase at a price of par all of the Offered Bonds if any are purchased. In connection with said purchase and remarketing, the Remarketing Agent is to receive a fee of \$900,000.00, representing approximately 1.0% of the principal amount of the Offered Bonds.

The information regarding initial public offering prices or yields set forth on the front cover of this Official Statement as delivered in its final form has been provided by the Remarketing Agent. Said initial public offering prices or yields may be changed by the Remarketing Agent with respect to the Offered Bonds. In connection with the offering of the Offered Bonds, the Remarketing Agent may engage in transactions that stabilize, maintain or otherwise affect the price of the Offered Bonds, including transactions to (i) over allot in arranging the sales of the Offered Bonds and (ii) make purchases and sales of the Offered Bonds, for long or short account, on a when-issued or other basis at such prices, in such amounts and such manner as the Remarketing Agent may determine.

RATINGS

As noted on the front cover, the Offered Bonds received a long-term rating of "Aaa" from Moody's Investors Service ("Moody's") and a long-term rating of "AAA" from Standard & Poor's Ratings Services ("Standard & Poor's" or "S&P"). It is a condition to the Remarketing Agent's obligation to purchase the Offered Bonds that neither rating agency shall have lowered, withdrawn or suspended its rating prior to the Date of Delivery.

An explanation of the significance of these ratings may be obtained from the rating agencies. The ratings are not a recommendation to buy, sell or hold the Offered Bonds and should be evaluated independently. There is no assurance that the

ratings will be maintained for any period of time or that the ratings may not be revised downward or withdrawn entirely by a rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of a rating could have an adverse effect on the market price of the Offered Bonds.

Due to the ongoing uncertainty regarding the economy of the United States of America, including, without limitation, matters such as the future political uncertainty regarding the United States debt limit, obligations, such as the Offered Bonds, issued by state and local governments, could be subject to a rating downgrade. Additionally, if a significant default or other financial crisis should occur in the affairs of the United States or of any of its agencies or political subdivisions, then such event could also adversely affect the market for and ratings, liquidity, and market value of outstanding debt obligations, including the Offered Bonds.

THE SINGLE FAMILY PROGRAMS

The information that follows is provided to explain the Authority’s current program of making or purchasing Mortgage Loans pursuant to the Bond Resolution (the “Program”), as well as other single family programs that finance mortgage loans made or purchased pursuant to other bond resolutions and through the issuance of Ginnie Mae and Fannie Mae securities or sales to Fannie Mae, all as described herein. This information does not purport to be comprehensive or definitive, and the limits, amounts of financial reserves, rules and criteria described are not required by the Bond Resolution and are subject to modification, change or waiver by the Authority, in whole or in part at any time, and with respect to any particular Mortgage Loan. The Authority’s program of making or purchasing Mortgage Loans financed with the proceeds of the Currently Outstanding Bonds has been substantially similar to that described with respect to the Program, subject to variations and modifications as described herein.

General

The Authority makes and purchases Mortgage Loans for financing and/or refinancing (including the refinancing of any existing single family mortgage loan and any equity in the single family residential housing in excess of any such existing single family mortgage loan) the ownership or rehabilitation or both of owner-occupied single family residential housing consisting of not more than four dwelling units, including condominium units, intended for occupancy by persons and households of low and moderate income. Mortgage Loans will be originated and purchased pursuant to the Authority’s origination system as described below. If the Authority is unable to utilize all of the proceeds of Bonds issued to make or purchase Mortgage Loans, the Authority may exercise its right, or may be required by the Code, to apply such unused proceeds to redeem Bonds, including the Offered Bonds.

Summary of Types of Mortgage Loans

Below is a summary of each of the types of Mortgage Loans financed by the Authority as more fully described herein.

<u>Type of Single Family Mortgage Loan</u>	<u>Description</u>
First Mortgage Loan	A Mortgage Loan which is secured by a lien which is not subordinate to a lien for another mortgage loan. All Mortgage Loans, except Second Mortgage Loans, are First Mortgage Loans. First Mortgage Loans may be Insured Mortgage Loans or Self-Insured Mortgage Loans.
Second Mortgage Loan	A Mortgage Loan which is secured by a lien which is subordinate to a lien securing another single family mortgage loan (including a Mortgage Loan). FHA Plus Second Mortgage Loans, Homebuyer Tax Credit Plus Mortgage Loans and Home Stride Second Mortgage Loans are Second Mortgage Loans. All Second Mortgage Loans are Self-Insured Mortgage Loans.
FHA Plus Second Mortgage Loan	A Second Mortgage Loan which is originated in conjunction with a FHA insured First Mortgage Loan.
Homebuyer Tax Credit Plus Mortgage Loan	A Second Mortgage Loan which is originated in conjunction with a FHA insured First Mortgage Loan and which has a 0% interest rate and no monthly payments for the initial 12 months.
Home Stride Second Mortgage Loan	A Second Mortgage Loan, in the maximum principal amount of \$25,000, which is originated in conjunction with an Authority financed First Mortgage Loan in certain high cost areas.
Insured Mortgage Loan	A Mortgage Loan which is insured or guaranteed by a federal government entity or private mortgage insurance company.

<u>Type of Single Family Mortgage Loan</u>	<u>Description</u>
Self-Insured Mortgage Loan	A Mortgage Loan which is not insured or guaranteed by a federal government entity or private mortgage insurance company. All Interest Only Mortgage Loans, FHA Plus Second Mortgage Loans, Homebuyer Tax Credit Plus Mortgage Loans, and Home Stride Second Mortgage Loans are Self-Insured Mortgage Loans. Any Fannie Mae Mortgage Loan (as defined below in “Fannie Mae Financing”) that is purchased by the Authority but has not yet been securitized through Fannie Mae or is repurchased by the Authority pursuant to the Authority’s agreement with Fannie Mae is or will be a Self-Insured Mortgage Loan. The Authority has previously financed other Mortgage Loans which are Self-Insured Mortgage Loans. The Authority has previously financed and currently finances Mortgage Loans having a loan to value ratio at or below 80% without requiring that the loan be insured or guaranteed.
Level Payment Mortgage Loan	A Mortgage Loan which has substantially equal monthly principal and interest payments for the entire or remaining term of the mortgage loan. Level Payment Mortgage Loans include Mortgage Loans that were originally Non-Level Payment Mortgage Loans but which now have substantially equal principal and interest payment schedules for their remaining terms.
Non-Level Payment Mortgage Loan	A Mortgage Loan which has future monthly principal and interest payments which are not substantially equal. Interest Only Mortgage Loans, Step Rate Mortgage Loans, Homebuyer Tax Credit Plus Mortgage Loans and Home Stride Second Mortgage Loans are Non-Level Payment Mortgage Loans on the date of their origination.
Interest Only Mortgage Loan	A Mortgage Loan which has scheduled interest only payments for the initial seven years and are thereafter Level Payment Mortgage Loans for the remaining 23 years of the loan term. The interest rate is fixed for the life of the Mortgage Loan. Interest Only Mortgage Loans are Self-Insured Mortgage Loans.
Step Rate Mortgage Loan	A Mortgage Loan which has an interest rate that increases by 1.0% at the end of the first year and by another 1.0% at the end of the second year and remains at such interest rate for the balance of the term of the Mortgage Loan. Typically, the initial interest rate was set at 1.50% below the interest rate on the Authority’s standard Level Payment Mortgage Loans.

The above descriptions are qualified by the more detailed descriptions herein of the types of Mortgage Loans.

First Mortgage Loans Currently and Previously Financed

The Authority has used and currently uses proceeds of Bonds and other funds (such as net assets) to finance Mortgage Loans that are secured by first liens (“First Mortgage Loans”) and that finance single family homes in amounts not to exceed 97% of the lesser of (a) the sales price (if applicable) or (b) the appraised value of the single family homes or, in the case of Mortgage Loans insured or guaranteed by the Federal Housing Administration (“FHA”), Veterans Administration or Department of Veterans’ Affairs (“VA”) or Rural Development (“RD”), the Mortgage Loan may be in such other amounts (which may exceed 100% of the sales price or appraised value) as is permitted by FHA, VA or RD. The Authority has adopted changes to its regulations that permit the Authority to establish a lower percentage to be financed by its First Mortgage Loans if necessary to protect its financial interests or enable it to effectively and efficiently allocate its current and anticipated financial resources. The Authority has not established any such lower percentages but can give no assurance that it will not do so in the future. The Authority has previously financed First Mortgage Loans in amounts not to exceed 104% of the lesser of (a) or (b) above.

Second Mortgage Loans Currently and Previously Financed

The Authority has used and currently uses proceeds of Bonds and other funds (such as net assets) to finance Mortgage Loans which are secured by second liens (“Second Mortgage Loans”). Second Mortgage Loans are not insured or guaranteed by the federal government or private mortgage insurance companies. One type of Second Mortgage Loan provides financing, in conjunction with the origination of an Authority financed First Mortgage Loan insured by FHA, to fund part of the Mortgagors’ down payment and closing costs not financed by the related FHA insured First Mortgage Loans. Such type of Second Mortgage Loan is referred to as the “FHA Plus Second Mortgage Loan.” Each FHA Plus Second Mortgage Loan may, when combined with the related FHA insured First Mortgage Loan, be in a principal amount not to exceed 104% of the sales price and appraised value of the residence and is secured by the lien of a deed of trust subordinate to the lien of the deed of trust securing the FHA insured First Mortgage Loan. The term and the interest rate on the FHA Plus Second Mortgage Loans are the same as those on the related FHA insured First Mortgage Loan.

Effective June 2009, the Authority began originating another type of Second Mortgage Loan which provides financing, in conjunction with the origination of an Authority financed First Mortgage Loan insured by FHA and in anticipation of the eligibility of the Mortgagors for the federal first-time homebuyer tax credit, to fund part of the Mortgagors' down payment and closing costs not financed by the related FHA insured First Mortgage Loan. Such type of Second Mortgage Loan is referred to as the "Homebuyer Tax Credit Plus Mortgage Loan". Each Homebuyer Tax Credit Plus Mortgage Loan may, when combined with the related FHA insured First Mortgage Loan, be in a principal amount not to exceed 104% of the sales price and appraised value of the residence and is secured by the lien of a deed of trust subordinate to the lien of the deed of trust securing the FHA insured First Mortgage Loan. For the initial 12 months, such Second Mortgage Loan bears a 0% interest rate, and no monthly payments are due on such Loan during such 12 months. The term and interest rate (after the initial twelve month period) on the Homebuyer Tax Credit Plus Mortgage Loan are the same as those on the related FHA insured First Mortgage Loan. Because of the expiration of the federal first-time homebuyer tax credit, the Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010 and, in the case of such loans to certain qualified members of the military, on January 31, 2011; however, no assurance can be given whether the Authority will recommence the financing of such Homebuyer Tax Credit Plus Mortgage Loans if a similar federal tax credit is made available to homebuyers.

Pursuant to changes to the Authority's regulations, FHA Plus Second Mortgage Loans and Homebuyer Tax Credit Plus Mortgage Loans may be financed in conjunction with the origination of a first mortgage loan financed by a lender other than the Authority. The Authority has not financed, and has no plans to finance such loans; however, no assurance can be given that the Authority will not commence the financing of such Loans.

Prior to July 1, 2008, the Authority also financed another type of Second Mortgage Loan pursuant to the Authority's Home Stride Loan Program ("Home Stride Second Mortgage Loans") as a Subsidized Mortgage Loan, as defined below under "General Fund and Other Net Assets". Home Stride Second Mortgage Loans were only made in conjunction with an Authority financed First Mortgage Loan and had a maximum principal amount of \$25,000. Home Stride Second Mortgage Loans were available only in certain high costs areas identified by the Authority. For the initial three years, the Home Stride Second Mortgage Loans have a 0% interest rate and no monthly payments are due during such three years. Following the initial three years, the interest rate changes to 5% and monthly payments commence at a level that will fully amortize such Mortgage Loan over its remaining 27 years. The combined amounts of the First Mortgage Loan and the Home Stride Second Mortgage Loan typically exceeded the sales price and appraised value of the residence. Effective July 1, 2008, the Authority suspended the financing of Home Stride Second Mortgage Loans. No assurance can be given whether the Authority will recommence the financing of Home Stride Second Mortgage Loans.

Other Mortgage Loan Financings Prior to April 1, 2008

Prior to April 1, 2008, the Authority financed Mortgage Loans that refinanced single family homes. In the case of such Mortgage Loans, the loan amount (plus all subordinate debt secured by the property after closing of such Mortgage Loan) could not exceed the lesser of the then current appraised value of the property or the sum of (i) the payoff (if any) of the applicant's or applicants' existing first mortgage loan; (ii) the payoff (if any) of applicant's or applicants' subordinate mortgage loans (provided such loans did not permit periodic advancement of loan proceeds) closed for not less than 12 months preceding the date of the closing of the Mortgage Loan and the payoff (if any) of applicant's or applicants' home equity line of credit loan (i.e. loan which permitted periodic advancement of proceeds) with no more than \$2,000 in advances within the 12 months preceding the date of the closing of the Mortgage Loan, excluding funds used for the purpose of documented improvements to the residence; (iii) the cost of improvements which were performed to the property after the closing of the Mortgage Loan and for which loan proceeds were escrowed at closing; (iv) closing costs, discount points, fees and escrows payable in connection with the origination and closing of the Mortgage Loan; and (v) up to \$500 to be payable to the applicant or applicants at closing. In addition, if the applicant or applicants requested to receive loan proceeds at closing in excess of the limit set forth in (v) above, the loan amount (plus all subordinate debt secured by the property after closing of the Mortgage Loan) could be increased to finance such excess cash up to a loan amount not in excess of 95% of the current appraised value. If the applicant's or applicants' existing mortgage loan to be refinanced was a Mortgage Loan, the applicant or applicants could request a streamlined refinance of such existing Mortgage Loan in which the Authority required less underwriting documentation (e.g. verification of employment) and charged reduced points and fees. For such streamlined refinances, the loan amount (plus all subordinate debt secured by the property after closing of the new Mortgage Loan) was limited to (i) the payoff of the existing Mortgage Loan and (ii) required closing costs, discount points, fees and escrows payable in connection with the origination and closing of the new Mortgage Loan; provided, however, that the loan amount (plus all subordinate debt to be secured by the property after closing of the new Mortgage Loan) could not exceed 100% of the greatest of original appraised value, current real estate tax assessment, current appraised value or other alternative valuation method approved by the Authority. Such Mortgage Loans are First Mortgage Loans. Effective April 1, 2008, the Authority suspended the financing of Mortgage Loans that refinance single family homes as described above. No assurance can be given whether the Authority will recommence the financing of any such loans (see "Fannie Mae Financing" below for a discussion of the mortgage loans that are being financed by the Authority through Fannie Mae, including mortgage loans that refinance existing single family mortgage loans; and see "Changes in Federal or State Law and Programs" below for a discussion of the refinancings by the Authority of its FHA insured Mortgage Loans and the expected refinancings by the Authority of its VA guaranteed Mortgage Loans).

Prior to April 1, 2008, the Authority also financed Mortgage Loans that included (a) costs of rehabilitation and improvements completed subsequent to the closing of such Mortgage Loan, subject to a maximum loan-to-value ratio of 105% of the lesser of the sales price (in the case of Mortgage Loans that financed the acquisition of a single family home) or appraised value and (b) costs of retrofitting or adding accessibility features to accommodate the needs of disabled occupants up to an

additional 5% of the lesser of the sales price (in the case of Mortgage Loans that financed the acquisition of a single family home) or the appraised value. The Authority would also finance the costs of rehabilitation not in excess of 50% of the as-completed appraised value, provided that the principal amount of the Mortgage Loan did not exceed 100% of (a) in the case of a Mortgage Loan that financed the acquisition of a single family home, the lesser of the sum of the sales price plus the rehabilitation costs or the as-completed appraised value or (b) in the case of a Mortgage Loan that refinanced a single family home, the lesser of the sum of the outstanding principal balance thereof plus the rehabilitation costs or the as-completed appraised value. The Mortgage Loans that include the financing of costs described in this paragraph are First Mortgage Loans. Effective April 1, 2008, the Authority suspended the financing of the Mortgage Loans that include the financing of the above described costs. No assurance can be given whether the Authority will recommence the financing of such costs.

Mortgage Loan Insurance

The Bond Resolution does not require that Mortgage Loans be insured or guaranteed. The Authority's program guidelines currently require that First Mortgage Loans financed, in whole or in part, with the proceeds of Tax-Exempt Bonds and having a loan to value ratio in excess of 80% (i) be subject to private mortgage insurance, or (ii) be insured or guaranteed by the VA, FHA, RD or other entity of the federal government. However, the Authority's program guidelines do not require any mortgage insurance or guaranty for (i) Interest Only Mortgage Loans (as defined in "Summary of Types of Single Family Mortgage Loans" above), (ii) Mortgage Loans financed solely with the proceeds of Taxable Bonds (except for Mortgage Loans with loan to value ratios in excess of 80% that finance manufactured housing) or Authority net assets, or (iii) Second Mortgage Loans. Such Mortgage Loans described in the preceding sentence that are not insured or guaranteed are referred to herein as "Self-Insured Mortgage Loans". (The Authority's program guidelines also do not require any mortgage insurance or guarantee for Fannie Mae Mortgage Loans as defined in "Fannie Mae Financing" below). The Authority may modify its program guidelines at its discretion.

The Homeowners Protection Act of 1998 permits a borrower to cancel private mortgage insurance (for which the borrower pays the premium) on the date on which the principal balance of the single family mortgage loan is scheduled to reach 80% of the original value of the residence or on the date on which the principal balance actually reaches 80% of the original value of the residence. The original value is the lesser of the sales price or the appraised value at the time the single family mortgage loan transaction was consummated. In order to effect such cancellation, the borrower must request in writing that the cancellation be initiated, must have a good payment history with respect to the mortgage loan (i.e., no mortgage payment was, during the year beginning two years prior to cancellation, 60 or more days delinquent, and no mortgage payment was, during the year beginning one year prior to cancellation, 30 or more days delinquent), and must satisfy any requirements of the lender for evidence that the value of the residence has not declined below its original value and for certification that the borrower's equity in the residence is not encumbered by a subordinate loan. This Act further provides for automatic termination of mortgage insurance on the date on which the principal balance of the single family mortgage loan is scheduled to reach 78% of the original value of the residence, or if the borrower is not then current on his mortgage loan payments, on the date on which the borrower subsequently becomes current on such payments. These termination and cancellation provisions do not apply to single family mortgage loans characterized as high risk loans. Even if the private mortgage insurance is not canceled or terminated as described above, private mortgage insurance must be terminated on the first day of the month immediately following the date that is the midpoint of the amortization period of the mortgage loan if the mortgagor is then current on his mortgage loan payments. This Act also requires that borrowers be provided with certain disclosures and notices regarding termination and cancellation of private mortgage insurance. This Act applies to single family mortgage loans closed on or after July 29, 1999. The Authority provides the same right to borrowers whose Mortgage Loans closed prior to such effective date and have provided the same rights to borrowers of FHA-insured Mortgage Loans. The Authority also permits the cancellation of mortgage insurance if the balance of the Mortgage Loans is equal to or less than 80%, or such lesser percentage determined by the Authority, of the current property value, subject to the satisfaction of such criteria, requirements and conditions as the Authority may impose for such cancellation. The Authority cannot currently predict what will be the effect, if any, on future losses incurred on Mortgage Loans as a result of this Act or as a result of its application of such Act to Mortgage Loans closed prior to July 29, 1999 or to FHA-insured Mortgage Loans or of the cancellation of mortgage insurance described in the preceding sentence.

The Authority has previously financed and currently finances Self-Insured Mortgage Loans having a loan-to-value ratio at or below 80%. Prior to April 1, 2008, the Authority also financed Self-Insured Mortgage Loans with loan to value ratios above 80% but not in excess of 100%. The Authority's regulations authorize the financing of an additional 5% for closing costs and fees (but the Authority has not provided such financing for closing costs and fees) and for rehabilitation and improvements to be completed after the closing of the Self-Insured Mortgage Loan as described above and an additional 5% may be financed for costs of retrofitting or adding accessibility features to accommodate the needs of a disabled occupant as described above. Effective April 1, 2008, the Authority suspended the financing of Self-Insured Mortgage Loans, except FHA Plus Second Mortgage Loans, Homebuyer Tax Credit Plus Mortgage Loans (see "Single Family Second Mortgage Loans Currently and Previously Financed" above regarding the subsequent suspension of the financing of such Homebuyer Tax Credit Plus Mortgage Loans) and Mortgage Loans having a loan-to-value ratio at or below 80%. However, the Mortgage Loans that are being financed through Fannie Mae, including those having a loan-to-value ratio above 80%, are not insured or guaranteed by a federal government entity or private mortgage insurance company, and such Mortgage Loans if repurchased by the Authority from Fannie Mae would be Self-Insured Mortgage Loans (see "Fannie Mae Financing" below). No assurance can be given whether the Authority will recommence the financing of other Self-Insured Mortgage Loans.

Pursuant to changes to the Authority’s regulations, the Authority may impose minimum ratings on the issuers of private mortgage insurance policies; however, no assurance can be given whether the Authority will commence requiring such ratings.

Mortgage Loan Terms

Substantially all existing Mortgage Loans have, and future Mortgage Loans are expected to have, original terms of approximately 30 years and bear or are expected to bear, interest at fixed rates. As described above, for the initial 12 months, Homebuyer Tax Credit Plus Mortgage Loans bear a 0% interest rate, and no monthly payments are due during such 12 months (see “Other Programs of the Authority – Single Family Second Mortgage Loans Currently and Previously Financed”). As noted above, the Authority has discontinued the financing of Homebuyer Tax Credit Plus Mortgage Loans. Also, the Authority has previously financed Step Rate Mortgage Loans which bear or are expected to bear interest rates approximately one and one-half percentage points below the customary fixed rates, and such initial interest rate increases by one percentage point at the end of the first year of the Mortgage Loan and by another percentage point at the end of the second year of the Mortgage Loan and remain at that rate for the remaining life of the Mortgage Loan. However, effective April 1, 2008, the Authority suspended the financing of such Step Rate Mortgage Loans. No assurance can be given whether the Authority will recommence the financing of such Step Rate Mortgage Loans.

In September 2004, the Authority implemented a program to finance single family mortgage loans on which interest only will be payable for seven years and which will thereafter be fully amortized over the remainder of the 30-year term of the single family mortgage loan (each an “Interest Only Mortgage Loan”). The interest rate on each such Interest Only Mortgage Loan is fixed during its term. The maximum principal amount of each Interest Only Mortgage Loan is 100% of the lesser of sales price or appraised value. Interest Only Mortgage Loans are Self-Insured Mortgage Loans. Effective April 1, 2008, the Authority suspended the financing of Interest Only Mortgage Loans. No assurance can be given whether the Authority will recommence the financing of Interest Only Mortgage Loans in the future. The Authority made restructuring offers to all mortgagors of Interest Only Mortgage Loans which were scheduled to commence principal payments in 2011, which was the first year that any Interest Only Mortgage Loans were scheduled to commence principal payments. Such restructuring offers, if accepted by the Mortgagors, modified their Interest Only Mortgage Loans and resulted in Level Payment Mortgage Loans with new full 30 year terms or extensions of the periods during which interest only is payable. The Authority has offered and anticipates continuing to offer, on a case-by-case basis, similar restructuring on Interest Only Mortgage Loans that are scheduled to commence principal payments in the years 2012 and later. As of September 30, 2012, approximately \$32.8 million of outstanding principal balance of Interest Only Mortgage Loans which were scheduled to commence principal payments in 2011 and 2012 had been restructured. The approximate outstanding principal balance (in millions of dollars and as of September 30, 2012) of Interest Only Mortgage Loans scheduled to commence principal payments are shown below by calendar year in which such principal payments will commence (excluding those restructured into Level Payment Mortgage Loans and including those restructured with extensions of the periods during which interest only is payable):

<u>Year</u>	<u>Outstanding Principal Balance</u>
2012	\$ 68.6
2013	219.9
2014	171.4
2015 and later	<u>18.0</u>
Total	\$477.9

See Appendix I for the amount of Interest Only Mortgage Loans financed pursuant the Bond Resolution.

The Authority requires the applicant to pay, at the time of closing, between 0 and 3 points, with each point being equal to 1% of the principal amount of the Mortgage Loan. The number of points depends on the interest rate option selected by the applicant (the applicants have the option of paying less or more points in exchange for having a higher or lower interest rate on the mortgage loan). The yield that the Authority realizes on Mortgage Loans is affected by the amount of points paid and the rate of prepayments of such Mortgage Loans. If the Mortgage Loan is originated by an Originating Lender (as defined below) and the applicant pays less than 1 point, the Authority will pay the difference between 1 point and the amount paid by the applicant to the Originating Lender so that such Originating Lender receives the equivalent of 1 point.

Some Mortgage Loans are funded entirely from a single source of funding (e.g., proceeds of Tax-Exempt Bonds, Taxable Bonds or Net Assets) and other Mortgage Loans are funded from a combination of such sources. The interest rate (or, if multiple sources of funding, the blended interest rate) on any Mortgage Loan is expected to be higher than the interest rate cost (or, if multiple sources of funding, the blended interest rate costs) of the corresponding source or sources of funds. The Code imposes limits on the interest rates that can be charged on Mortgage Loans that are funded, in whole or in part, with the proceeds of Tax Exempt Bonds (See Appendix D).

Security for Mortgage Loans

In addition to the requirements with regard to the loan to value ratio and Mortgage Loan insurance or guarantees, the Authority relies upon the following security elements in the making and purchasing of Mortgage Loans: (i) Mortgage Loan underwriting and servicing procedures, (ii) an equity buildup through Mortgage Loan principal repayments and appreciation, if

any, in the value of the properties securing the Mortgage Loans and (iii) geographical diversification of the Mortgage Loan portfolio within the Commonwealth.

The Mortgages which are to secure the Mortgage Loans made or purchased by the Authority are to be in the form of deeds of trust, in accordance with Virginia practice, and are to constitute and create first liens (except in the case of Second Mortgage Loans) on single family residential housing.

Other Financing of Single Family Mortgage Loans

In addition to the Bonds, the Authority has bonds outstanding under one other general bond resolution (the Homeownership Mortgage Bond resolution) which allows for the financing of mortgage loans to low and moderate income owner-occupants of single family residences, and other moneys of the Authority may be utilized for such purpose as set forth herein under "Miscellaneous Programs" and "General Fund and Other Net Assets". Such other resolution pledges the mortgage loans and other assets attributable to such bonds as security for the payment of such bonds on a parity basis and have requirements which must be satisfied prior to the withdrawal of such mortgage loans and other assets from the pledge and lien of such resolutions. All of such bonds are general obligations of the Authority. The Authority previously financed single family mortgage loans by bonds issued under its VHDA General Purpose Bonds resolution, however, all of the then outstanding bonds issued under such resolution were redeemed as of January 1, 2013, with proceeds of the Series A Bonds, and certain of the single family mortgage loans financed by such bonds have become Assets under the Bond Resolution and the remaining balance of the single family mortgage loans have become assets in the Authority's General Fund. The Authority has also financed, and expects to continue to finance, single family mortgage loans through the issuance of securities guaranteed by the Government National Mortgage Association ("Ginnie Mae"; see "Ginnie Mae Financing"). Beginning June 16, 2012, the Authority commenced the financing of single family mortgage loans to be sold to, or securitized through, Fannie Mae, as hereinafter defined, for which the Authority will have certain repurchase obligations as hereinafter described (see "Fannie Mae Financing" below).

The Authority's single family mortgage loans are financed principally under the Bond Resolution. The single family mortgage loans financed under the Homeownership Mortgage Bonds resolution are referred to herein as the "Homeownership Bond Mortgage Loans." The single family mortgage loans previously financed under the VHDA General Purpose Bonds resolution are referred to herein as the "General Purpose Bond Mortgage Loans."

The types, terms, security (including mortgage insurance), origination proceedings, underwriting criteria and servicing (including loan modifications) of and for such single family mortgage loans are substantially the same as described herein for Mortgage Loans, except as otherwise noted.

Data on Single Family Mortgage Loans

The following data on the Mortgage Loans (as well as data on Homeownership Bond Mortgage Loans and General Purpose Bond Mortgage Loans) are set forth in Appendix I:

- a. Outstanding balance, delinquency and foreclosure statistics;
- b. Data on single family real estate owned;
- c. Distribution by lien status and by program status;
- d. Distribution by year of origination;
- e. Distribution by Level Payment Mortgage Loans and Non-Level Payment Mortgage Loans;
- f. Distribution by types of mortgage insurance;
- g. Distribution and delinquency and foreclosure status by calendar year of origination;
- h. Distribution by credit score and by mortgage insurer or guarantor; and
- i. Outstanding balances and delinquency and foreclosure status for each Metropolitan Statistical Area of the Commonwealth.

New Issuance Bond Program and Homeownership Mortgage Bonds

From December 2009 through September 27, 2011, the Authority issued bonds under its bond resolution relating to Homeownership Mortgage Bonds (the "Homeownership General Resolution") in connection with the New Issuance Bond Program ("NIBP") of the U.S. Department of the Treasury (the "Treasury") by which the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") (collectively, the "GSEs") accepted bonds (the "GSE Bonds") from state and local housing agencies.

On December 23, 2009, the Authority issued the Homeownership Mortgage Bonds, 2009 Series B-Taxable (the "2009 B Bonds") in the principal amount of \$482,960,000 as GSE Bonds. Under the NIBP, in connection with releases of proceeds of the

GSE Bonds from escrow, fixed rate bonds were issued in the total principal amount of \$321,980,000 and sold to the general public (the "Market Bonds").

All of the proceeds of the 2009 B Bonds have been released from escrow and the initial short-term interest rates on all of the 2009 B Bonds have been converted to permanent rates. Although no additional Market Bonds are to be issued under the NIBP, the Authority can issue other bonds under the Homeownership General Resolution.

The proceeds of the 2009 B Bonds and the Market Bonds have been and are expected to be used to finance single family mortgage loans that are eligible to be financed with Tax Exempt Bonds. Such proceeds of the 2009 B Bonds and the Market Bonds may be so used to finance such single family mortgage loans alone or in combination with any net assets in the Homeownership General Resolution and proceeds of other bonds. The Authority expects to have fully committed or expended the proceeds of the 2009 B Bonds and the Market Bonds for the financing of single family mortgage loans no later than March 31, 2013.

Ginnie Mae Financing

In 2009, the Authority commenced the financing of single family mortgage loans through the issuance of Ginnie Mae securities backed by Authority originated single family mortgage loans insured or guaranteed by FHA, VA or RD. Such securities are held under the Authority's existing single family bond resolutions (including the Bond Resolution) and/or in the Authority's General Fund or are sold at market prices in order to provide funds for the origination of such single family mortgage loans or for other programs and operations of the Authority. If held under a bond resolution, the securities are pledged as security under such bond resolution.

The single family mortgage loans financed by the Ginnie Mae securities are not assets of the Authority or Assets under the Bond Resolution. The Authority expects to retain the servicing rights on all such mortgage loans. As the servicer of the mortgage loans, the Authority guarantees the timely payment of principal and interest on the mortgage loans so serviced. All of the total outstanding principal balance of such loans are insured or guaranteed by federal government entities such as FHA, VA, and RD, as defined above.

As of September 30, 2012, approximately \$344.4 million aggregate principal amount of single family mortgage loans financed by Ginnie Mae securities sold to third parties and not held by the Authority was outstanding, of which approximately \$13.5 million aggregate principal balance was more than two months delinquent in monthly payments, and approximately \$2.2 million aggregate principal balance was in foreclosure, representing 3.9% and 0.6%, respectively, of the aggregate principal balance of such mortgage loans.

As of September 30, 2012, the Authority has also financed single family mortgage loans in the approximate outstanding principal amount of \$138.6 million through the issuance of Ginnie Mae securities held by the Authority and not sold to third parties, including \$103.9 outstanding principal amount held as Assets under the Bond Resolution. For information concerning single family mortgage loans financed by Ginnie Mae securities held by the Authority under the Bond Resolution, see "Data on Mortgage Loans" in Appendix I. For information concerning single family mortgage loans financed by Ginnie Mae securities held by the Authority in the General Fund, see "General Fund and Other Net Assets" below.

No assurance can be given as to whether the Authority will continue the financing of single family mortgage loans through the issuance of Ginnie Mae securities or, if continued, as to the amount of such financings.

Fannie Mae Financing

Pursuant to an agreement with Fannie Mae, beginning June 16, 2012, the Authority commenced the financing of single family mortgage loans to be sold to Fannie Mae or securitized through Fannie Mae's issuance of Fannie Mae guaranteed certificates ("Fannie Mae Mortgage Loans").

Under such agreement, the Fannie Mae Mortgage Loans will finance the acquisition, or will refinance the ownership (including the refinancing of existing Mortgage Loans), of single family homes and related costs in amounts not to exceed 97% of the lesser of (a) the sales price (if applicable) or (b) the appraised value of the single family homes. The amount of cash, if any, receivable by the borrower at the closing of a refinancing loan is limited by Fannie Mae to the lesser of 2% of the principal amount of the refinancing loan or \$2,000. The Authority does not expect to finance any rehabilitation or repairs subsequent to closing.

Pursuant to the Authority's agreement with Fannie Mae, the Authority may sell Fannie Mae Mortgage Loans to Fannie Mae under Fannie Mae's whole loan purchase program or under Fannie Mae's MBS program. Once sold to Fannie Mae, the Fannie Mae Mortgage Loans are not assets of the Authority or Assets under the Bond Resolution. The sale of a Fannie Mae Mortgage Loan, in either case, is subject to a repurchase agreement in the event the mortgage loan becomes delinquent within certain parameters (generally four full months delinquent within the six months following the sale). In addition Fannie Mae may require the Authority to repurchase any Fannie Mae Mortgage Loan, at any time such loan is outstanding, if the Authority is in breach of any covenant, representation or warranty by the Authority with respect to such loan. Any Fannie Mae Mortgage Loan repurchased by the Authority would be a Self-Insured Mortgage Loan. The Authority expects to retain the servicing rights

on all Fannie Mae Mortgage Loans. The Authority expects to sell the Fannie Mae securities received from Fannie Mae under the Fannie Mae MBS program.

Such agreement permits the Authority to apply income limits for the borrowers that do not exceed the income limits applicable to single family mortgage loans financed by Tax Exempt Bonds and requires that at least fifty percent (50%) of the single family mortgage loans sold to Fannie Mae pursuant to the agreement meet at least one of the then current housing goals for loans to low and moderate income households, as established for Fannie Mae by its regulator which are subject to change from time to time. Such agreement does not establish maximum sales prices and, for the Fannie Mae Mortgage Loans, the Authority expects to limit the principal amount of such loans to the maximum loan amount permitted by Fannie Mae but does not expect to apply any maximum sales prices.

The agreement is for the sale or securitization of a maximum of \$100,000,000 in principal amount of Fannie Mae Mortgage Loans, plus or minus 5%. Such amount may be increased with the approval of Fannie Mae. The agreement expires June 30, 2013, although Fannie Mae has announced that agreements, such as the Authority's agreement with Fannie Mae, will be extended through December 31, 2013. Pursuant to this agreement, the Authority has purchased, and accepted loan reservations for, single family mortgage loans to be sold to Fannie Mae or securitized through the issuance of Fannie Mae guaranteed securities. As of September 30, 2012, the Authority had sold single family mortgage loans to Fannie Mae in exchange for \$15.5 million of Fannie Mae guaranteed securities that were issued by Fannie Mae under this agreement. The Authority sold all of those securities to third parties. No assurance can be given as to whether the Authority will continue the financing of Fannie Mae Mortgage Loans under this agreement or, if continued, as to the amount of such financings. The Authority may also sell or securitize single family mortgage loans through Fannie Mae under the standard Fannie Mae programs available to mortgage lenders.

FHA and VA Streamline Refinance Programs

Effective September 24, 2012, the Authority commenced the financing of FHA insured First Mortgage Loans that will refinance existing Authority FHA insured First Mortgage Loans pursuant to FHA's guidelines (each such refinancing Mortgage Loan is referred to herein as a "FHA Streamline Refinance Loan"). FHA Streamline Refinance Loans may be made by the Authority without regard to the current loan-to-value ratio of the properties (if there is no subordinate financing) or the credit score and maximum debt-to-income ratios otherwise applicable to FHA insured mortgage loans if such borrowers have not been delinquent on their Mortgage Loan payments in the prior three months nor more than once in the prior 12 months. However, if subordinate financing is to remain in place, the maximum combined loan-to-value ratio (CLTV) applicable to FHA Streamline Refinance Loans is 125% based on the original appraised value of the properties. The Authority's maximum income limits for FHA Streamline Refinance Loans range from \$119,400 to \$161,250. The Authority expects to implement by early March, 2013 a similar VA program that will refinance existing Authority VA guaranteed First Mortgage Loans (each such refinancing Mortgage Loan is referred to herein as a "VA Streamline Refinance Loan"). The Authority expects to finance FHA Streamline Refinance Loans and VA Streamline Refinance Loans by Bonds and by Securitizations through Ginnie Mae.

Future Funding of Single Family Programs

The Authority is considering a number of alternative means of funding its single family programs following the expected termination of financing of single family mortgage loans with the bond proceeds under the NIBP no later than March 31, 2013 and following the full utilization of the proceeds of the Series C Bonds. If conditions in the tax exempt bond market and mortgage market will thereafter permit the financing of single family mortgage loans at interest rates and on other terms superior to or competitive with mortgage loans offered by other lenders, the Authority would expect to continue to finance its single family programs primarily through the sale and issuance of tax exempt bonds. If such conditions do not exist, the Authority expects to continue the financing of single family mortgage loans primarily through the issuance of Ginnie Mae securities as described above and the financing of Fannie Mae Mortgage Loans as described above. Conditions in the tax exempt bond market and mortgage market will also influence the Authority's decision on whether to convert remaining Subseries C-STEM Bonds and use the proceeds to finance single family mortgage loans. The Authority is also considering the issuance of federal Mortgage Credit Certificates ("MCCs") authorized by the Code. As required by the Code, such MCCs would use a portion of the Authority's Tax Exempt Bond issuance allocation, thereby reducing the allocation available to issue Tax Exempt Bonds. MCCs provide recipients with a credit against federal income tax liability for a portion of their home mortgage interest and would be available to individuals meeting the eligibility requirements for mortgage loans financed by Tax Exempt Bonds, whether or not their loan was financed by the Authority; however, MCCs may not be issued to borrowers if their mortgage loans are financed with proceeds of Tax Exempt Bonds. Because of future uncertainties about the foregoing financing methods, the Authority can give no assurance as to whether or not any of such financing methods will be available to the Authority or will enable the Authority to finance the single family programs or as to the amount of funding that such financing method will provide.

Mortgage Loan Origination Procedures and Underwriting Criteria

Mortgage Loans have been and are expected to be, except as noted below, originated for the Authority by commercial banks, savings and loan associations, private mortgage bankers and local redevelopment and housing authorities approved by the Authority to act as its originating lenders ("Originating Lenders"). Prior to March 7, 2011, the Originating Lenders and mortgage brokers acted as the agents of the Authority in originating the Mortgage Loans and closed the Mortgage Loans in the name of the Authority and with funds of the Authority. Since March 7, 2011, the Originating Lenders have originated and closed

the Mortgage Loans in their own names and with their own funds, and pursuant to purchase agreements (“Purchase Agreements”) the Authority has purchased such Mortgage Loans upon compliance with the terms and conditions of the Purchase Agreements. Since March 7, 2011, mortgage brokers no longer originate the Authority’s Mortgage Loans. The Authority also utilizes its own employees to receive applications for Mortgage Loans in certain areas of the Commonwealth in which the Authority desires to increase lending activity under the Program (such loans are referred to herein as “Direct Origination Loans”). In the case of Direct Origination Loans, the Authority processes and originates the Mortgage Loans and retains all fees which would otherwise be available to Originating Lenders with respect to such Mortgage Loans. Direct Origination Loans are committed and closed in the name of the Authority and funded by the Authority at loan closing upon compliance with all terms and conditions of the Authority’s mortgage loan commitment.

The procedures and underwriting criteria that have been in effect since March 7, 2011 for the origination of Mortgage Loans to be purchased by the Authority from Originating Lenders are substantially the same as the procedures and underwriting criteria that were in effect prior to March 7, 2011 for the origination of Mortgage Loans by the Originating Lenders acting as the Authority’s originating agents. Therefore, the following discussion of the procedures and underwriting criteria that have been in effect since March 7, 2011 is applicable also to the procedures and underwriting criteria that were in effect prior to that date.

Under the origination system, a prospective mortgagor submits his Mortgage Loan application to an Originating Lender or the Authority. In the case of a Mortgage Loan to finance the purchase of a residence, the application is submitted after the prospective mortgagor has contracted for the purchase of the residence. If a preliminary review by the Originating Lender or the Authority indicates that the prospective mortgagor and Mortgage Loan will qualify under the Authority’s underwriting criteria and the Code, the Authority reserves proceeds of Bonds and other funds available under the Bond Resolution for a period of 60 days for the financing of the Mortgage Loan, although extensions may be granted by the Authority. The Authority expects to continue to accept such reservations on a first-come, first-served basis up to pre-authorized limits. The Authority has allocated, and may in the future allocate, the proceeds of Bonds and other funds available under the Bond Resolution other than as described above.

The Authority establishes maximum sales prices (except in the case of Fannie Mae Mortgage Loans, the FHA Streamline Refinance Loans and, when implemented, the VA Streamline Refinance Loans) and maximum annual gross incomes which vary depending principally upon location within the Commonwealth. The maximum sales prices currently range from \$231,700 to \$450,000, and the maximum annual gross incomes currently range from \$72,000 to \$140,000 (except the limits range from \$119,400 to \$161,250 in the case of the FHA Streamline Refinance Program discussed above). In certain Targeted Areas, the Authority has established maximum sales prices that range from \$275,200 to \$498,800 and maximum annual gross incomes that range from \$86,400 to \$140,000. All of the Authority’s current maximum sales prices and maximum annual gross incomes that are applicable to Mortgage Loans financed by Tax-Exempt Bonds comply with the limits currently established by the Internal Revenue Service pursuant to the Code for single family mortgage loans financed by Tax Exempt Bonds. The maximum sales price limits so established by the Internal Revenue Service are currently calculated based on the maximum principal amounts of mortgage loans that FHA will insure. Such maximum principal amounts, ranging from \$271,050 to \$729,750 in Virginia, would have declined on October 1, 2011 to a range of \$271,050 to \$625,500 but federal legislation was enacted to extend the current limits. Any future declines would be expected to result in declines in the maximum sales prices established by the Internal Revenue Service pursuant to the Code at such time as the Internal Revenue Service thereafter updates its Revenue Procedure regarding such limits. Any such reductions in maximum sales prices could have a material adverse impact on the Authority’s single family programs then financed with proceeds of Tax Exempt Bonds. For the Fannie Mae Mortgage Loans, the Authority applies the above described maximum income limits and limits the principal amount of such loans to the maximum loan amount permitted by Fannie Mae but does not apply any maximum sales prices. For Mortgage Loans previously financed, in whole, by Taxable Bonds or Authority net assets, the Authority established maximum annual gross incomes equal to 150% of the applicable median family incomes, had no maximum sales prices, and established a maximum principal amount equal to the maximum loan amount permitted by Fannie Mae and the Federal Home Loan Mortgage Corporation. However, effective April 1, 2008, the financing of such Mortgage Loans, all of which are Self-Insured Mortgage Loans, was suspended by the Authority. The Authority’s regulations permit the Executive Director to establish the maximum sales prices and maximum annual gross incomes that will enable the Authority to effectively and efficiently allocate its current and anticipated financial resources. The Authority can currently give no assurance as to whether or when the Executive Director may in the future approve increases or decreases in such limits or as to the amount of any such increases or decreases, subject to compliance with the limits, if applicable, established by the Internal Revenue Service pursuant to the Code.

All Originating Lenders are required to enter into Purchase Agreements setting forth the conditions and requirements for origination and purchase of Mortgage Loans. The Originating Lenders must process, settle and disburse the Mortgage Loans in accordance with the underwriting standards and administrative procedures in such Purchase Agreements. For each such Mortgage Loan, the Originating Lender receives an origination fee of 1% of the principal amount of the Mortgage Loan and a service release fee of 1% of the principal amount of the Mortgage Loan. In the case of Direct Origination Loans, the Authority charges and retains any origination fee and discount points paid by the Mortgagor, and the service release fee is not applicable.

The Authority has delegated to certain of its Originating Lenders the loan underwriting functions described below. Loans underwritten by the Originating Lenders pursuant to such delegation are referred to herein as “Delegated Loans.” Currently approximately 90% of the Mortgage Loans being originated are Delegated Loans. In the case of Delegated Loans, the Authority will, subsequent to the closing of the Mortgage Loans, review the loan applications and documentation and determine compliance of the Mortgage Loans with the Code and, on a test basis, with the Authority’s underwriting requirements and criteria.

The Authority may require the Originating Lender to purchase or retain any Mortgage Loans which are not subject to mortgage insurance or guaranty (if required) in accordance with the requirements of the Authority, which fail to comply with the provisions of the Code (if applicable), which do not conform with the Authority's sales price and income limits, which are not properly or timely documented as required by the Authority, which were originated based upon any misrepresentation known to the Originating Lender, or (in the case of Fannie Mae Mortgage Loans) which do not comply with Fannie Mae's requirements due to gross negligence or fraud. For loans other than Delegated Loans, applications for Mortgage Loans are submitted to the Authority for review and approval prior to loan commitment.

The Mortgage Loans are underwritten based on income eligibility, credit and other criteria relating to the proposed mortgagor's ability to meet payments and compliance with the Code, the Act and the Authority's regulations. The Authority requires the applicants to provide usual and customary documentation in support of their applications. The Originating Lender and, in the case of Mortgage Loans other than Delegated Loans, the Authority's staff review the loan application, credit report, verifications of employment, bank deposits, the appraisal and other characteristics of the individual dwelling unit proposed to be financed as security for such Mortgage Loan. In the case of Mortgage Loans to be insured or guaranteed by the FHA, VA or Rural Development, the application and documentation are reviewed for compliance with the credit and property standards of the FHA, VA or Rural Development; however, in the case of FHA Streamline Refinance Loans and VA Streamline Refinance Loans, certain underwriting criteria and documentation normally applicable to FHA and VA insured First Mortgage Loans are not required by FHA or VA, as applicable (see "FHA and VA Streamline Refinance Programs" above). FHA Plus Second Mortgage Loans are (and Homebuyer Tax Credit Plus Mortgage Loans as described above were prior to the suspension thereof) processed and underwritten in conjunction with the related FHA insured First Mortgage Loan and in accordance with applicable FHA credit and property standards. Mortgage Loans to be insured by private mortgage insurance are underwritten to comply with the standards of the private mortgage insurance companies. Fannie Mae Mortgage Loans are required to be underwritten in accordance with Fannie Mae's requirements.

In the case of the above-described Step Rate Mortgage Loans bearing interest during the first and second years of the Mortgage Loans at interest rates two percentage points and one percentage point, respectively, lower than the final interest rate at the beginning of the third year of the Mortgage Loan, the Authority required that the interest rate to be charged during the second year (or the first year in the case of Mortgage Loans that have a loan to value ratio below 80% or Mortgage Loans insured by private mortgage insurance or FHA) of the Mortgage Loan be used in underwriting the proposed mortgagor's ability to meet payments on the Mortgage Loan. In the case of Interest Only Mortgage Loans on which interest only will be payable during the initial seven (7) years, the Authority required the underwriting of the proposed mortgagor on the basis of his ability to make the interest only payments. For Home Stride Second Mortgage Loans, the Authority required the underwriting of the mortgagor on his ability to make payments on the Authority financed First Mortgage Loan without regard to the payments of principal and interest on the Home Stride Second Mortgage Loan that commence three years thereafter. As stated above, effective July 1, 2008, the Authority suspended the financing of Step Rate Mortgage Loans, Interest Only Mortgage Loans, and Home Stride Second Mortgage Loans. No assurance can be given whether the Authority will recommence the financing of Step Rate Mortgage Loans, Interest Only Mortgage Loans or Home Stride Second Mortgage Loans.

Prior to August 1, 2009, the Authority did not impose a minimum credit score requirement for proposed mortgagors. Effective as of August 1, 2009, the Authority established a minimum credit score of 620 for proposed mortgagors to be eligible for FHA Plus Second Mortgage Loans and Homebuyer Tax Credit Plus Mortgage Loans. Effective as of December 1, 2009, the Authority established a minimum credit score of 620 for proposed mortgagors to be eligible for all mortgage loans. Effective as of May 1, 2010, the Authority established a minimum credit score of 680 for proposed mortgagors to be eligible for the maximum principal amount of FHA Plus Second Mortgage Loans and Homebuyer Tax Credit Plus Mortgage Loans, and proposed mortgagors with credit scores between 620 and 679 are eligible for reduced maximum principal loan amounts of such loans. The minimum credit score for proposed mortgagors for Fannie Mae Mortgage Loans is 660. No minimum credit score is required for FHA Streamline Refinance Loans and, when implemented, the VA Streamline Refinance Loans.

The maximum ratios of debt to income vary depending on whether the Mortgage Loan is insured and depending upon the requirements of the mortgage insurer, if any. The ratios are of two types. The first type is the ratio of the total monthly payment on the Mortgage Loan to the monthly income of the applicant (this ratio is referred to as the "front end ratio"). The total monthly payment on the Mortgage Loan includes principal, interest, homeowner's association dues, if applicable, and escrows for real estate taxes, hazard insurance, mortgage insurance, if applicable, and flood insurance, if applicable. The second type is the ratio of all monthly debt payments (including such total monthly payment on the Mortgage Loan) to monthly income (this ratio is referred to as the "back end ratio"). The VA loans have only a back end ratio. The current maximum front end ratio, if applicable, and back end ratio are as follows, respectively: FHA- 31% and 43%; VA- 41%; RD- 31% and 43%; private mortgage insurance- 32% and 40% and Fannie Mae Mortgage Loans - 35% and 45%. The Authority may permit higher front end and back end ratios in the event the application receives approval through an automated underwriting system (e.g., Fannie Mae's Desktop Underwriter system). No maximum ratios of debt to income are required for FHA Streamline Refinance Loans and, when implemented, VA Streamline Refinance Loans.

When an application is approved, a mortgage loan commitment is issued to the applicant. Upon compliance with the terms and conditions of the mortgage loan commitment, the proceeds of the Mortgage Loan are disbursed. In the case of Mortgage Loans closed prior to March 7, 2011, the Authority disbursed the proceeds of the Mortgage Loan at the closing. In the case of Mortgage Loans closed on and after March 7, 2011, the Originating Lender disburses the proceeds of the Mortgage Loan at closing, and upon compliance by the Originating Lender with the terms and conditions of the Purchase Agreement, the Authority purchases the Mortgage Loan from the Originating Lender.

Servicing of Mortgage Loans

Each Mortgage Loan is serviced by the Authority. Fannie Mae Mortgage Loans are required to be serviced in accordance with Fannie Mae's requirements. Single family mortgage loans which are insured or guaranteed by third parties are required to be serviced in accordance with the applicable insurer or guarantor's requirements. The Authority collects monthly payments of principal and interest and escrows. All such funds are deposited in segregated trust or custodial accounts or other accounts approved by the Authority in state or national banks or savings and loan associations, the deposits in which are insured, in whole, by the Federal Deposit Insurance Corporation. From the funds so deposited the Authority pays to the proper parties, when and if due, mortgage insurance premiums, real estate taxes and special assessments and hazard insurance premiums. The Authority remits the balance to the Trustee. The hazard and casualty insurance policies which are required by the Authority to be maintained on the mortgaged premises insure the Authority as mortgagee to the full extent of its interest in the mortgaged premises.

Effective June 5, 2009, the Authority's Mortgage Loans are assumable only if permitted by the Authority. An exception is provided for Mortgage Loans (such as Mortgage Loans insured or guaranteed by FHA and VA) that are assumable in accordance with insurer or guarantor guidelines or applicable law.

In the case of default under any Mortgage Loan that is not cured, the Authority takes all actions necessary to obtain the full benefits of any mortgage insurance or guarantee. If foreclosure proceedings are instituted, the Authority manages and protects the mortgaged premises under foreclosure, including maintenance of insurance on the premises, management and supervision of repairs and maintenance of the premises. In lieu of foreclosure, the Authority may, if deemed to be in its best interests and if acceptable to the mortgage insurer or guarantor (if any), accept a deed of the property from the Mortgagor or approve a sale of the property that will not provide sufficient proceeds to pay the Mortgage Loan in full, and in such cases the lien of the deed of trust securing the Mortgage Loan will be released.

Loan Modifications

In the case of delinquencies of Mortgage Loans insured or guaranteed by FHA, VA or Rural Development or by any private insurance companies, the Authority modifies the terms of such Mortgage Loans in accordance with the requirements of the mortgage insurer or guarantor. Such modifications may include the deferral of monthly payments of principal and interest, the extension of the maturity dates and re-amortization of the outstanding principal balances of the Mortgage Loans, and, in the case of FHA insured Mortgage Loans, the payment by FHA of partial insurance claims. In the case of delinquencies of Self-Insured Mortgage Loans, the Authority modifies the terms of the Mortgage Loans generally in accordance with the guidelines applicable to FHA insured Mortgage Loans (other than the guidelines for partial insurance claims) or as otherwise determined by the Authority to mitigate any potential losses. Any modification of Fannie Mae Mortgage Loans must be made by the Authority in accordance with Fannie Mae requirements.

Since October 23, 2009, FHA has required lenders holding FHA insured Mortgage Loans in default to modify such Mortgage Loans by reducing the interest rates to current market rates and by extending the term to a full 30 years from the date of loan modification. The Authority has received a letter from FHA waiving such requirement; however, no assurance can be given as to whether FHA will continue such waiver or, if not continued, what the impact will be on the Bonds as a result of any such modifications of the Authority's FHA insured Mortgage Loans.

On March 4, 2009, the U.S. Department of the Treasury announced guidelines to enable mortgage loan servicers to begin modifications of eligible mortgage loans under the Homeowner Affordability and Stability Plan. The Authority is not participating in the Making Home Affordable Program and is not modifying the Authority's Mortgage Loans through the Home Affordable Modification Program. No assurance can be given whether the Authority will commence the modification of the Authority's Mortgage Loans pursuant to such guidelines.

The Authority previously implemented its Borrower Assistance Program ("BAP") to modify certain of its Mortgage Loans as part of its loss mitigation and foreclosure prevention efforts. In April of 2012, the Authority discontinued the BAP, however the Authority cannot give any assurance that it will not resume such program or a similar program for loan modification. Only Mortgagors with Self Insured Mortgage Loans that were First Mortgage Loans were eligible to participate in the BAP. To be eligible, the Mortgagor must have been occupying the property as his principal residence and completed a statement of income and debts and a hardship affidavit. These documents must have evidenced a financial hardship and the ability to repay the Mortgage Loan as modified. Under BAP, the Authority, when it approved a request, would modify its Mortgage Loan to provide for a reduced monthly payment based upon a stated lower interest rate (not less than 4% per annum) for a period up to 36 months or, in the case of an Interest Only Mortgage Loan, the end of the interest only period. Following the effective date of the modification, interest in excess of interest payable at such stated rate continues to accrue but payment of such amount is deferred. The deferred interest is due and payable upon the earlier of (1) a prepayment in full of the Mortgage Loan upon sale or refinancing of the property, (2) the maturity date of the Mortgage Loan or (3) foreclosure. The Authority also, in its discretion, could waive repayment of the deferred interest. As an alternative to the deferral of interest, the Authority could defer principal whereby the monthly payments would be decreased based upon a reduced principal balance, interest would not accrue on the deferred principal, and the deferred principal would be due upon prepayment, maturity or foreclosure. Under the BAP the Authority modified approximately 60 Mortgage Loans with an aggregate outstanding principal balance as of the respective dates of modification of approximately \$12.1 million.

The Authority is offering loan modifications that will assist its Mortgages who are experiencing hardship and cannot refinance their Self-Insured Mortgage Loans (other than Second Mortgage Loans) due to the fact that the outstanding balance of their Self-Insured Mortgage Loans exceeds the current fair market value of their residences by at least 10%. Any such loan modification may include a delay in the commencement of principal payments on an Interest Only Mortgage Loan, an extension of the term of the Self-Insured Mortgage Loans, and/or a reduction in the interest rate for all or a portion of the term of the Self-Insured Mortgage Loans. The Authority does not offer the loan modifications to potentially eligible Mortgages by direct solicitations but may do so in the future. As of September 30, 2012, under this loan modification program, the Authority had modified 31 Mortgage Loans with an aggregate principal balance of approximately \$5.8 million. The implementation of such loan modifications may negatively impact the revenues of the Authority but may reduce potential losses on the Self-Insured Mortgage Loans that are so modified; however, at this time the Authority can not give any assurance as to any potential impact on revenues and losses as a result of such loan modifications.

Declining Markets; Risk of Loss

Since 2007, the residential mortgage loan market has experienced increasing levels of delinquencies, defaults and losses, and the Authority cannot give any assurance that this will not continue. In addition, since 2007 housing prices and appraisal values in the Commonwealth of Virginia have declined or stopped appreciating, after extended periods of significant appreciation. In certain areas of Virginia, particularly the Washington-Arlington-Alexandria area, the decline has been substantial. The Housing Price Index of the Federal Housing Finance Agency (such Index measures average price changes on single family properties whose mortgages have been purchased or securitized by Fannie Mae and Freddie Mac) indicates that home values in Virginia declined approximately 13.8% between their peak in the second quarter of 2007 and the third quarter of 2012; however, the data used in such report may not be representative of the Authority's portfolio of single family mortgage loans, and, therefore, the Authority can give no assurance as to whether or not homes financed by the Authority in its single family mortgage loan programs have experienced a similar decline. This decline and flattening of values has resulted and may continue to result in additional increases in delinquencies, defaults and losses on residential mortgage loans generally, particularly with respect to residential mortgage loans whose aggregate loan amounts (including any subordinate liens) are close to or greater than the related property values. Upon a default on a Mortgage Loan, a decline in value will affect the Authority's risk of loss depending upon the type of Mortgage Loan. In the case of a FHA insured mortgage loan, any loss to the Authority is usually limited to approximately 2-3% of the principal balance of the Mortgage Loan, regardless of any decline in value. In the case of a Mortgage Loan insured by VA, Rural Development or a private mortgage insurance company, the Authority experiences minimal loss due to any such decline in value, except to the extent that the amount owed on such Mortgage Loan exceeds the value of the property by an amount greater than the maximum insurance amount (generally 20-25% of the original loan amount). In the case of a Self-Insured Mortgage Loan that is a FHA Plus Second Mortgage Loan or a Homebuyer Tax Credit Plus Mortgage Loan, the Authority will usually suffer a full loss of the amount owed on such Mortgage Loan. In the case of a Self-Insured Mortgage Loan that is a Home Stride Second Mortgage Loan, the Authority will suffer a loss to the extent that the value of the property minus the amount owed on the Authority financed First Mortgage Loan is less than such Home Stride Second Mortgage Loan; therefore, any decline in value may increase the risk of loss on such Mortgage Loan. In the case of any other Self-Insured Mortgage Loan, the Authority will suffer a loss to the extent that the value of the property is less than the amount owed on such Mortgage Loan and, as a result, any decline in value may increase the risk of loss on such Mortgage Loan.

The Authority conducts quarterly analyses of the risk of loan loss on its portfolio of single family mortgage loans in order to determine the amount to be included in the calculation of the Authority's Allowance for Loan Loss for anticipated losses on single family mortgage loans under the single family programs of the Authority. As of September 30, 2012, the amount included in the Allowance for Loan Loss for the single family mortgage loans that are insured by private mortgage insurance companies was \$5.2 million, which is equal to 1.25% of the principal balances of such single family mortgage loans. As of September 30, 2012, the amount included in the Allowance for Loan Loss for the self insured mortgage loans was \$102.6 million, which is equal to 6.25% of the principal balances of such single family mortgage loans. The Authority does not include any amounts for single family mortgage loans that are insured or guaranteed by agencies of the federal government, except that as of September 30, 2012 the Authority included in the Allowance for Loan Loss \$1.2 million which is equal to 0.25% of the principal balances of the single family mortgage loans financed through the issuance of Ginnie Mae securities. The total of all of the foregoing amounts that were included in the Authority's Allowance for Loan Loss as of September 30, 2012 is \$113.1 million (the Authority's total Allowance for Loan Loss which includes such total amount and amounts for possible losses on multi-family mortgage loans financed by the Authority was \$167.3 million as of September 30, 2012).

In response to increased delinquencies and losses with respect to single family mortgage loans, Fannie Mae, Freddie Mac and many other mortgage loan originators have implemented more conservative underwriting criteria for loans, particularly in the subprime, Alt-A and other nonprime sectors. This may result in reduced availability of financing alternatives for Mortgages seeking to refinance their Mortgage Loans. The reduced availability of refinancing options for a Mortgage Loan may result in higher rates of delinquencies, defaults and losses on the Mortgage Loans, particularly Mortgages with adjustable rate Mortgage Loans or interest only mortgage loans that experience significant increases in their monthly payments following the adjustment date or the end of the interest only period, respectively.

The general market conditions discussed above may affect the performance of the Authority's Mortgage Loans and may adversely affect the Authority's financial condition.

See Appendix I for the outstanding balances and delinquency and foreclosure status of Mortgage Loans and other single family mortgage loans for each Metropolitan Statistical Area of the Commonwealth for the three general bond resolutions, including the Bond Resolution.

Ratings address the likelihood of receipt by investors of all payments on the Offered Bonds. The ratings address the structural, legal and Authority-related aspects associated with the Offered Bonds, the nature of the underlying assets and the credit quality of the credit enhancer or guarantor, if any.

Geographic Concentration in Virginia

Different geographic regions of the United States from time to time will experience weaker regional economic conditions and housing markets, and, consequently, may experience higher rates of loss and delinquency on mortgage loans generally. Any concentration of the mortgage loans in a region may present risk considerations in addition to those generally present for similar securities without that concentration. If the mortgage loans are concentrated in one or more regions, a downturn in the economy in these regions of the country would more greatly affect the mortgage portfolio than if the mortgage portfolio were more diversified. In particular, all of the Authority's multi-family mortgage loans and single family mortgage loans are secured by mortgaged properties in Virginia.

Because of the geographic concentration of the mortgaged properties within Virginia, losses on the Authority's multi-family mortgage loans and single family mortgage loans may be higher than would be the case if the mortgaged properties were more geographically diversified. For example, some of the mortgaged properties may be more susceptible to certain types of special hazards (such as hurricanes, floods, fires and other natural disasters) and major civil disturbances than residential properties located in other parts of the country. In addition, the economy of Virginia may be adversely affected to a greater degree than the economies of other areas of the country by certain regional developments. If the residential real estate markets in an area of concentration experience an overall decline in property values after the dates of origination of the respective mortgage loans, then the rates of delinquencies, foreclosures and losses on the mortgage loans may increase and the increase may be substantial.

The concentration of the Authority's multi-family mortgage loans and single family mortgage loans with specific characteristics relating to the types of properties, property characteristics, and geographic location are likely to change over time. Principal payments may affect the concentration levels. Principal payments could include voluntary prepayments and prepayments resulting from casualty or condemnation, defaults and liquidations and from repurchases of mortgage loans due to breaches of representations and warranties by the Authority's Originating Lenders.

The geographic concentration of the Authority's single family mortgage loans and multi-family mortgage loans (including the Mortgage Loans) may increase the risk to the Authority of losses on those loans which, in turn, could affect the financial performance of the Authority.

Changes in Federal or State Law and Programs

Legislation affecting the Offered Bonds, the Authority's multi-family mortgage loans and the Authority's single family mortgage loans may be considered and enacted by the United States Congress or the Virginia General Assembly. On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which contains consumer protection provisions affecting the Authority's single family program, was signed into law. Included in the Dodd-Frank Act are provisions that: (i) establish the Consumer Financial Protection Bureau (the "CFPB") within the Federal Reserve with broad authority to protect consumers from unfair or deceptive financial products, acts or practices and reassign to the CFPB responsibility for enforcement of the major federal consumer protection laws; (ii) require entities that securitize mortgage loans to retain at least 5% of the credit risk in the assets that they securitize, except for certain "qualified residential mortgages" to be defined by regulations to be promulgated under the Dodd-Frank Act and except for mortgage loans insured or guaranteed by the federal government; (iii) prohibit compensation to loan originators based on the terms of the loan, including the interest rate but excluding the principal amount of the loan, and prohibit compensation to loan originators from any person other than the consumer, subject to certain exceptions; (iv) prohibit a creditor from making a mortgage loan unless the creditor makes a good faith determination, based on verified and documented information, that the applicant has a reasonable ability to repay the loan; (v) prohibit steering of loan applicants to loans that the applicants lack a reasonable ability to repay or that have predatory characteristics or effects and prohibit steering from a "qualified mortgages" for which the applicant is qualified to a loan that is not a "qualified mortgage;" (vi) prohibit acts or practices that violate appraiser independence; (vii) establish new loan servicing standards, including requirements for prepayment penalties, requirements for forced placed insurance that is obtained by the loan servicer upon termination of hazard insurance, and time requirements for pay-off statements and crediting of loan payments; and (viii) authorize various damages for violations by loan originators and creditors of the Dodd-Frank Act. With regard to the requirement for retention of 5% of the credit risk described in (ii) above, the Dodd-Frank Act authorizes a total or partial exemption by regulation for asset-backed securities issued by public instrumentalities of states that are exempt under Section 3(a)(2) of the Securities Act of 1933, and the federal regulatory agencies responsible for issuance of regulations under the Dodd-Frank Act have, pursuant to such authorization, issued proposed regulations that provide a total exemption for asset-backed securities that are issued or guaranteed by any state or any political subdivision or instrumentality of a state. Under such proposed regulations, the bonds issued by the Authority to finance single family and multi-family housing would be exempt from the risk retention requirement described in (ii) above. In addition, the proposed regulations would exempt from such risk retention requirement securities (a) that are secured by mortgage loans insured or guaranteed by FHA, VA or RD or

are secured by “Qualified Residential Mortgages” (defined as mortgage loans that finance one-to-four family property at least one of which is the principal residence of the borrower and that satisfy certain requirements at to loan terms and underwriting, including a minimum 20% down payment) or (b) that are guaranteed by Fannie Mae or Freddie Mac while in conservatorship. As a result, the Authority does not anticipate, based on current facts and circumstances, that the proposed regulations, if enacted in their present form, implementing the risk retention requirement will have a material impact on the Authority or its current programs and operations. On January 10, 2013, the CFPB issued its final regulations implementing the requirement that the applicant have a reasonable ability to repay the loan. These final regulations, which take effect January 10, 2014, require the lender to make a reasonable good faith determination of the borrower’s ability to repay and to consider and verify certain factors, such as income, assets (other than the real estate securing the loan), employment status, debt obligations, and credit history. The final regulations provide for a rebuttable presumption of compliance with the ability to repay requirement if the loan meets certain requirements, which make it a “qualified mortgage,” including full amortization over a period not to exceed 30 years, a debt-to-income ratio equal to or less than 43%, and points and fees of 3% or less and further provide that, if the annual percentage rate (referred to as the “APR”) does not exceed 1.5 percentage points above the average prime offer rate for first lien loans, the loan is deemed to comply with the ability to repay requirement. (The final regulations include a temporary exception to the 43% limitation for up to seven years for loans that are eligible for purchase by Fannie Mae or Freddie Mac while in conservatorship or that are eligible to be insured or guaranteed by FHA, VA or RD pending issuance of their own ability to repay regulations.) At the same time, the CFPB issued a proposed regulation which would exempt the Authority and other state housing finance agencies from the ability to repay regulations described above. On January 10, 2012, the CFPB issued its final regulations regarding high-cost mortgages, but the regulations exempt from their application all loans directly financed and originated by state housing finance agencies. Because of its loan underwriting and servicing practices, the Authority does not anticipate, based on current facts and circumstances, that compliance with the final regulations described above and the proposed regulations, if enacted in their present form, implementing the other requirements of the Dodd-Frank Act will have a material impact on the Authority or its current programs and operations. However, no assurance can be given that the Dodd-Frank Act and any final regulations to be promulgated thereunder or the consideration or enactment of any other such legislation or regulations will not have an adverse effect on the Authority’s single family programs, its financial condition, the value of, the timing or amount of payments of, or the security for the Offered Bonds or other risks to the Owners.

In recent years, a number of financial institutions and related entities have announced large losses as a result of their mortgage activities and the increasing number of defaults and foreclosures on such mortgages. The United States Congress may pass additional consumer protection and bankruptcy legislation (including legislation that would allow bankruptcy courts to reduce or “cram down” the principal amounts and/or interest rates on mortgage loans on principal residences) as a result of the adverse effects of the mortgage situation on individuals and families in the United States. Likewise, the Virginia General Assembly may enact consumer protection legislation relating to mortgage loan origination and servicing. Such legislation, if enacted, could have an adverse effect on the Authority’s single family mortgage program, including its ability to originate new single family mortgage loans, to collect payments under single family mortgage loans and to foreclose on property securing single family mortgage loans.

Legislation or regulations may be enacted or promulgated or governmental programs may be implemented or enhanced that would facilitate the refinancing of single family mortgage loans at lower interest rates, particularly in situations in which the principal balance of the existing mortgage loan is greater than the market value of the residence being financed. In this regard, the Authority finances FHA Streamline Refinance Loans (see “The Authority – Single Family Program – FHA and VA Streamline Refinance Programs” above). The VA has implemented a similar refinance program for VA guaranteed mortgage loans, and the Authority expects to offer such refinancing of VA guaranteed single family mortgage loans in its portfolio. Such refinancing programs and any other programs authorized by future legislation or regulation could result in substantial prepayments of the mortgage loans, including the single family mortgage loans financed by the Authority. Except to the extent that such prepayments are the result of the refinancing by the Authority of its single family mortgage loans, such prepayments will have the effect of reducing the outstanding principal balance of the Authority’s single family loan portfolio and thereby adversely affect the Authority’s revenues. The failure to receive full payment of the principal balances on any of the Authority’s mortgage loans in connection with any such refinancings (if acceptance of less than full payment is required by any such legislation, regulations or programs) would result in losses on such mortgage loans and would have an adverse impact on the Authority’s revenues. No assurance can be given as to whether or not any such legislation or regulations will be enacted or promulgated or as to the impact on the Authority’s revenues.

A number of federal and state regulatory authorities have recently taken action against certain loan originators and servicers for alleged violations of federal and state laws. Certain of those actions prohibit those servicers from pursuing foreclosure actions. In response to alleged abusive lending and servicing practices, the federal government or the Commonwealth of Virginia could enact legislation or implement regulatory requirements that impose limitations on the ability of mortgage loan servicers to take actions (such as pursuing foreclosures) that may be essential to service and preserve the value of the single-family loans. Any such limitations that applied to the Authority’s single-family loans could adversely affect the Authority’s ability to collect amounts due on such loans and could impair the value of such loans.

THE AUTHORITY

The Authority is a political subdivision of the Commonwealth constituting a public instrumentality. It was established in 1972 to assist in meeting the needs and achieving the objectives of the Commonwealth with respect to housing for persons and households of low and moderate income. The principal office of the Authority is located at 601 South Belvidere Street, Richmond, Virginia 23220, telephone: (804) 782-1986. The Authority’s website address is www.vhda.com.

Commissioners

The Commissioners of the Authority consist of eight members appointed by the Governor and confirmed by the General Assembly and three ex-officio members – a representative of the Board of Housing and Community Development of the Commonwealth, the Treasurer of the Commonwealth and the Director of the Department of Housing and Community Development of the Commonwealth. The Authority’s Commissioners are:

<u>Name</u>	<u>Position</u>	<u>Term Expires</u> <u>June 30</u>	<u>Occupation</u>
Yvonne Toms Allmond....	Commissioner and Chairman	2013	Senior Vice President, TowneBank, Norfolk
Kermit E. Hale	Commissioner and Vice Chairman	2015	General Manager, MKB Realtors, Roanoke
Jacqueline T. Black.....	Commissioner	2014	Section 8 Housing Choice Voucher assisted tenant, Chester
Timothy M. Chapman.....	Commissioner	2014	Managing Member, Chapman Development LLC, Reston
Charles L. Krum, Jr.	Commissioner	2015	Retired, Pharmacist, Abingdon
H. Richard Ashe	Commissioner	2016*	Owner, Kiln Creek Golf and Country Club, Yorktown
Douglas R. Fahl	Commissioner	2016*	Executive Vice President, Dewberry & Davis LLC, Leesburg
Marjorie N. Leon	Commissioner	2016*	Program Associate, Family and Consumer Sciences, Virginia Cooperative Extension Partnership, Warrenton
Manju Ganeriwala.....	Commissioner	ex-officio	Treasurer, Commonwealth of Virginia, Richmond
William C. Shelton	Commissioner	ex-officio	Director, Department of Housing and Community Development of the Commonwealth of Virginia, Richmond
James Hyland.....	Commissioner	ex-officio	Member, Board of Housing and Community Development of the Commonwealth of Virginia, Charlottesville

* Subject to confirmation by the General Assembly.

Management Structure; Principal Staff Officers

The Executive Director is appointed by the Board of Commissioners and implements the policies of such Board and manages the operations of the Authority. The Authority has one business unit for multi-family and single family development (including loan origination) and one business unit for multi-family and single family loan servicing and compliance. Listed below are the Authority’s principal officers directly involved in the Program and their responsibilities.

Susan F. Dewey. Executive Director. Ms. Dewey joined the Authority in 1999 as Executive Director. Prior to joining the Authority, Ms. Dewey was employed by the Commonwealth as Treasurer, Deputy Treasurer, Director of Debt Management and Director of Financial Policy. Ms. Dewey is a Certified Public Accountant and has an undergraduate degree and a Master of Business Administration degree from The College of William & Mary.

Patrick J. Carey. Director of Finance. Mr. Carey joined the Authority in 1987 as Finance Manager. Mr. Carey is a graduate of the University of Richmond and has a Master of Business Administration degree from Virginia Commonwealth University.

J. Judson McKellar, Jr. Managing Director of Legal and Finance. Mr. McKellar joined the Authority in 1975 as Associate Counsel and served as the Authority’s General Counsel from December 1980 to July 2012. Prior to joining the Authority, Mr. McKellar was engaged in the practice of law in Fairfax County, Virginia. Mr. McKellar is a member of the Virginia State Bar and is a graduate of Davidson College and the University of Virginia Law School.

Paul M. Brennan. General Counsel. Mr. Brennan joined the Authority in 1990 as Assistant Counsel and served as Deputy General Counsel from January 2006 to July 2012. Prior to joining the Authority, Mr. Brennan was engaged in the practice of law in Richmond, Virginia. Mr. Brennan is a member of the Virginia State Bar and is a graduate of the University of Notre Dame and the University of Notre Dame Law School.

Donald L. Ritenour. Managing Director of Development. Mr. Ritenour joined the Authority in 1974 as a Mortgage Loan Officer and previously served as the Authority’s Director of Single Family. Prior to joining the Authority, Mr. Ritenour was employed as an Executive Assistant to the President of Hanover Mortgage Corporation, a wholly-owned subsidiary of the Bank of Virginia, and as an Authorization Manager of Bank of Virginia Master Charge. Mr. Ritenour is a graduate of Virginia Commonwealth University.

Arthur N. Bowen, III. Managing Director of Program Administration. Mr. Bowen joined the Authority in 2000 as Public Policy Director and served as Managing Director of Finance and Administration from January 2003 to July 2012. Prior to joining the Authority, Mr. Bowen was employed as Deputy Secretary of Transportation for the Commonwealth of Virginia, and prior to that he served as Deputy Treasurer. Mr. Bowen is a graduate of the University of North Carolina, Chapel Hill.

Thomas A. Dolce. Managing Director of Servicing and Compliance. Mr. Dolce joined the Authority in 1997 as the Assistant Director of Single Family. Prior to joining the Authority, Mr. Dolce was employed as First Vice President at Long Island Savings Bank, FSB. Mr. Dolce is a graduate of Western New England College. Mr. Dolce has notified the Authority of his intent to retire on or about June 30, 2013.

Funding of Other Programs of the Authority

The funds for the Authority's mortgage loan programs are derived from the proceeds of its notes and bonds, prepayments and repayments on mortgage loans, excess revenues and net assets. Certain information on such notes and bonds is set forth in footnote 7 of the Authority's financial statements attached hereto as Appendix E. The Authority pays its expenses from the income generated from its operations and has received no funds from the Commonwealth other than an initial advance, which the Authority has repaid. The amount of notes and bonds which the Authority may issue or have outstanding is limited only by the provisions in the Code which restrict the amount of tax-exempt bonds which may be issued and by the provision of the Code of Virginia which limits the outstanding principal amount of Authority obligations secured by a capital reserve fund to \$1.5 billion, excluding certain refunding transactions. The Authority is currently in compliance with such limits in the Code and the Code of Virginia.

Multi-Family Program

General

Existing mortgage loans under the Authority's multi-family program have been financed pursuant to bond resolutions for the VHDA General Purpose Bonds and Rental Housing Bonds. All of the then outstanding bonds issued under the VHDA General Purpose Bonds resolution were redeemed as of January 1, 2013, and the multi-family mortgage loans financed by such bonds became assets under the Rental Housing Bonds resolution. New mortgage loans to be originated under the Authority's multi-family program are financed principally with the proceeds of the Authority's Rental Housing Bonds. The Rental Housing Bonds resolution pledges the mortgage loans and other assets attributable to Rental Housing Bonds as security for the payment of such bonds. The Rental Housing Bonds resolution has requirements, including a revenue test that has the same terms as the Revenue Test, which must be satisfied prior to the withdrawal of such mortgage loans and other assets from the pledge and lien of such resolution. All of such Rental Housing Bonds are general obligations of the Authority.

The Authority also has utilized and expects to utilize other moneys of the Authority to finance new mortgage loans under its multi-family program as set forth herein under "Miscellaneous Programs" and the "General Fund and Other Net Assets".

The multi-family mortgage loans financed by the Rental Housing Bonds are required by the bond resolution authorizing such bonds to be secured by liens on the multi-family developments. All of the multi-family mortgage loans currently financed by Rental Housing Bonds are secured by first liens. Most, but not all, of the liens that secured mortgage loans financed by VHDA General Purpose Bonds are first liens, and the Authority expects that the multi-family mortgage loans hereafter financed by Rental Housing Bonds will be secured by first liens; however, the Authority may, in its discretion, finance mortgage loans secured by liens that are not first liens and cannot, therefore, provide any assurance that such mortgage loans will be secured by first liens. It is the policy of the Authority that the security for the mortgage loans be a full fee simple ownership interest; however, under the Act and the Rental Housing Bonds resolution, the Authority may finance a leasehold estate if the term of the lease is at least twice the term of the mortgage loan. The Authority has financed, and may in the future finance, multi-family mortgage loans secured by leasehold estates of the land and/or the development if the landlord is unwilling or unable to convey its interest as security for the mortgage loan.

Generally, the multi-family mortgage loans bear interest at fixed interest rates (although the mortgage loan may bear interest at a variable rate during the construction period, if any) and are fully amortizing over the term of the mortgage loan, although the Authority has occasionally structured the mortgage loan (and may do so in the future) to have a balloon principal payment due on the maturity date of the mortgage loan if the amount of such balloon principal payment is expected to be less than the projected value of the development on the maturity date of such mortgage loan.

Federal Programs and Requirements

Neither the Act nor the bond resolutions require that the mortgage loans be insured by the federal government or private mortgage insurance companies or that developments financed under the program be entitled to or eligible for federal assistance (see Appendix J for a description of certain federal programs under which the Authority has previously financed developments). The Authority has issued, and expects to issue in the future, bonds to finance developments assisted under the Low Income Housing Tax Credit Program described in Appendix J. The Authority does not expect to issue substantial amounts of bonds to finance new developments assisted under the other federal programs described in Appendix J; however, the Authority has issued, and expects to issue in the future, bonds to refund bonds (of the Authority or other governmental entities)

which are then financing such developments, and upon such refunding the mortgage loans on such developments shall become security for the bonds. The Authority has issued, and expects to issue in the future, bonds to finance increases in the outstanding principal amounts of the Authority's existing mortgage loans on developments that are assisted under such federal programs and are financed under the bond resolutions of the Authority, and such mortgage loan increases shall be mortgage loans that are security for the bonds. In addition, the Authority has issued, and expects to issue in the future, bonds to finance mortgage loans on developments which are not currently financed by the Authority and which, prior to financing by the Authority, were assisted under the Section 236 Interest Reduction Payments Program or the Section 8 Program described in Appendix J and, after such financing, shall continue to receive assistance under such program and to be subject to the rental and occupancy requirements under such program.

The Housing Assistance Payments Contracts ("Payments Contracts") providing the federal subsidies for the developments under the Section 8 Program have original terms of approximately 30 or 40 years and are scheduled to expire on or about the maturity dates of their mortgage loans in the years 2011 through 2022. Upon such expiration, the mortgagor and a Section 8 contract administrator designated by HUD may, with the approval of HUD, enter into new Payments Contracts with terms not exceeding 20 years, but the annual funding of the subsidy under such new Payments Contracts will be subject to annual appropriations by the federal government. If the mortgagor enters into such new Payments Contract, the Authority may provide a new mortgage loan to finance the development, including the costs of any rehabilitation. Because the continuation of the subsidy under the new Payments Contract is subject to annual federal appropriations, the Authority underwrites such new mortgage loans using the lesser of the contract rents ("Contract Rents") under the new Payments Contract or the estimated market rents for the development. The Authority has financed, and expects to finance in the future, such new mortgage loans. In addition, for certain of the Section 8 assisted developments, the Authority has provided, prior to the expiration of the original Payments Contract, additional mortgage loan financing that will mature after the scheduled expiration of such original Payments Contract, and in certain cases the monthly payments of principal and interest on such additional mortgage loan financing may not commence until the maturity date of the original mortgage loan or the expiration of the original Payments Contract. In underwriting such additional mortgage loan financing, the Authority uses the lesser of the Contract Rents under the original Payments Contract or the estimated market rents for the development for the period that the additional mortgage loan will be outstanding after the expiration of the original Payments Contract. The Authority may provide, and expects to provide in the future, such additional mortgage loan financing for other developments. The above described new mortgage loans and additional mortgage loans are financed by bonds issued under the bond resolution and are security for such bonds.

The agreements that provide monthly payments of interest to the Authority under the Section 236 Program Interest Reduction Payments Program, as described in Appendix J, have original terms of 40 years that expire on or about the maturity dates of the mortgage loans. In the case of the Authority mortgage loans that originally financed the multi-family developments assisted under the Section 236 Program Interest Reduction Payments Program, the terms of these agreements will expire in years 2012 through 2018 as and when the mortgage loans are fully paid. However, in the case of certain other multi-family developments assisted under the Section 236 Program Interest Reduction Payments Program, the Authority has refinanced the mortgage loans of other lenders that originally financed such multi-family developments, and the interest reduction payments for those multi-family developments will terminate upon the maturity dates of the mortgage loans that were so refinanced. These terminations will occur in years 2015 through 2018. Such Authority mortgage loans are financed by bonds issued under the bond resolution and are security for such bonds. In the case of a multi-family development financed by such an Authority mortgage loan, the interest reduction payments will, prior to such termination date, be applied to pay principal and interest on a portion of the original principal amount of the Authority mortgage loan, and the remaining portion of the original principal amount of the Authority mortgage loan and interest on such portion will be payable over its 30-year term. Also, in those cases, all or substantially all of the units in each of the developments are assisted under the Low Income Housing Tax Credit Program, and except for one such development the rental assistance payments described in Appendix J are replaced by rental subsidies under the Section 8 Program pursuant to Payment Contracts having terms of 20 years, subject to annual federal appropriations, for all or most of the units in such developments.

See Appendix J for further discussion of the requirements under the Section 8 Program, Section 236 Program and Low Income Housing Tax Credit Program, including the income limits for tenants occupying the units in the developments assisted under those Programs.

Except as discussed in the paragraph below, the Code requires that each development financed by Tax Exempt AMT Bonds or Tax Exempt Non-AMT Bonds meet a requirement that either (i) at least 20% of the units in such development be occupied during the Qualified Project Period by individuals whose incomes are 50% or less of area median gross income, as adjusted for family size, or (ii) at least 40% of the units in such development be occupied during the Qualified Project Period by individuals whose incomes are 60% or less of area median gross income, as adjusted for family size. (The foregoing requirement is hereinafter referred to as the "20/50 or 40/60 Requirement", as applicable.) The term "Qualified Project Period" is defined in the Code such that its ending date is the latest of (i) the date which is at least 15 years after the date on which 50% of the units in such development are first occupied, (ii) the first day on which no Tax Exempt Bond issued with respect to such development is outstanding, or (iii) the date on which any assistance provided with respect to such development under Section 8 terminates. In addition to the 20/50 or 40/60 Requirement, all of each such development's units must remain rental property throughout the applicable Qualified Project Period.

However, developments financed by certain Tax Exempt Non-AMT Bonds issued to refund bonds which were either issued on or after January 1, 1981, and before August 16, 1986 or issued pursuant to a transition rule in the Tax Reform Act of 1986 are subject to different restrictions as to the use and occupancy of units therein under the Code and the predecessor

provisions of the Internal Revenue Code of 1954, as amended (the "1954 Code"). Such developments consisting of residential rental property, as such term is defined in Section 103(b)(4) of the 1954 Code, are subject to the requirement that (i) at least 20 percent of the units in each development financed by such bonds (15 percent if the development is located in certain low income or economically distressed areas) be occupied during the "Qualified Project Period" (defined below) by individuals whose incomes do not exceed 80% of the median income for the area (the "20/80 Requirement"), (ii) all of the units of each development be rented or available for rental on a continuous basis for the longer of the remaining term of the applicable series of such bonds or the Qualified Project Period for the development, and (iii) no building in any development contains less than 5 units if one of such units is occupied by an owner of the units. The 20/80 Requirement does not apply to developments financed by such Tax Exempt Non-AMT Bonds issued to refund bonds issued prior to January 1, 1981. The term "Qualified Project Period" means (i) for such Tax Exempt Non-AMT Bonds issued to refund bonds issued prior to September 4, 1982, a period of 20 years commencing on the date of initial occupancy of the development or the date of issuance of such bonds, whichever is later, and (ii) for such Tax Exempt Non-AMT Bonds issued to refund bonds issued on or after September 4, 1982, a period commencing upon occupancy of 10% of the units in the development and ending on the later of (a) the date which is 10 years after occupancy of 50% of the units in the development, (b) the date which is subsequent to initial occupancy of any unit in the development by a period of time equal to one-half of the sum of the period the refunded bonds were outstanding and the longest term of such Tax Exempt Non-AMT Bonds or (c) the date upon which any Section 8 assistance for the development terminates.

Authority Income Limits

The Authority has established income limits that govern the admission of families and persons to its financed multi-family developments, to the extent not governed by federal income limits. Under the Authority's current rules and regulations (which are subject to change), the adjusted family income as defined by the Authority for admission to a rental unit in a development may not exceed 150% of the area median gross income, except that certain developments financed by mortgage loans approved by the Authority prior to November 15, 1991 are subject to a maximum income limit of seven times the total annual rent for such unit including all utilities (except telephone) and except as described below regarding "economically mixed" developments. In addition, the Authority's rules and regulations authorize the establishment of lower income limits in the resolution of the Authority's Board approving, or in the commitment for, the mortgage loan of any multi-family development. In the case of certain developments financed in whole with Tax Exempt Bonds after March 27, 2002, and prior to January 21, 2004, the Authority established an income limit of 50% of the area median gross income for 50% of the units and an income limit of 100% (150% if the development is located in a rural area) of the area median gross income for the remaining 50% of the units. In the case of certain developments financed or to be financed by the Authority as described in "General Fund and Other Net Assets" below, the Authority has established an income limit between 50% and 100% (50% or 60% in the case of most developments) of the area median gross income for all or a portion (any such portion generally being 40% or 50%) of the units with any remaining units in such developments subject to an income limit of 150% of area median gross income, except that all of the units in such developments located in rural areas are subject to an income limit of 150% of the area median gross income. In the case of developments financed by the Authority's General Fund and after net assets and assisted under the federal low-income housing tax credit program, the Authority will apply the income limits that are applicable under such program.

"Economically Mixed" Developments

The Authority may finance "economically mixed" developments in which a portion (not to exceed 80% of the units) will not be subject to the Authority's income limits. The Authority is also authorized to finance in such developments non-housing buildings or portions thereof for manufacturing, industrial, commercial, governmental, educational, entertainment, community development, healthcare or nonprofit enterprises or undertakings. The Authority has initiated a program for such financings and has developed the following guidelines that will govern the financing of such "economically mixed" developments under the program: (i) in the case of developments receiving mortgage loans financed by Taxable Bonds or net assets of the Authority, (1) for developments that are 15,000 square feet or larger, the development must be in a revitalization area determined by the locality, at least 60% of its income must be derived from the residential portion of the development, 20% of the units must target households earning income of 80% or less of area median income, 20% of the units must target households earning income of 120% or less of area median income, and the remaining 60% of the units have no income restriction; (2) for developments under 15,000 square feet, the development must be in a revitalization area determined by the locality, and the percentage of income that must be derived from the residential portion and the incomes targeted will be determined by the Authority on a case-by-case basis; (3) for developments receiving mortgage loans financed by Subsidized Mortgage Loans (see "General Fund and Other Net Assets" below), 30% of the units must target households earning income of 80% or less of area median income, 20% of the units must target households earning income of 120% or less of area median income, and the remaining 50% of the units have no income restriction and (ii) in the case of developments receiving mortgage loans financed by Tax Exempt Bonds, 20% of the units must target households earning income of 50% or less of area median income, 20% of the units must target households earning income of 120% or less of area median income, and the remaining 60% of the units have no income restriction.

Underwriting

When a sponsor submits a proposal for a development to the Authority, it is assigned to an Authority staff Development Officer, who evaluates the proposed development concept, the development site and its location. Based upon the initial screening, the Development Officer will then evaluate the suitability of the site and the adequacy of the market for rental housing in the area. The evaluation will include an analysis of the site characteristics, the surrounding land uses, the available utilities, transportation, employment opportunities, recreation opportunities, shopping facilities and other factors affecting the

site. An initial evaluation is made of the experience and financial capacity of the general contractor and the qualifications of the architects, attorneys and rental agent of the proposed development at this time. The Authority's review includes a projection of rental levels and the adequacy of the rental and other income to sustain the proposed development based upon the assumed occupancy rate and existing construction and financing costs, as well as the compatibility of such rent levels with Authority programs and goals. During this stage of processing, the Executive Director notifies the Board of Commissioners of the Authority (the "Board") of the proposed mortgage loan and, absent any objection by the Board, approves the mortgage loan, subject to satisfactory completion of the underwriting as described below.

After the above-described evaluation and review, the sponsor must submit additional information, including an analysis of the development's costs and operating expenses, marketing and management information and information about the sponsor and the development team. An analysis of the economic feasibility of the development, including estimates of construction cost and rental and other income necessary to cover mortgage loan amortization and operating expenses, is made. The Authority's Development Officer evaluates overall market conditions, makes a site evaluation, identifies and analyzes competitive projects, and gives an opinion on the present and projected demand for the development in the market area. The analysis of overall market conditions includes trends and projections of housing production, employment and population for the market area. The site evaluation includes access and topography of the site, the neighborhood environment of the site, facilities serving the site and present and proposed uses of nearby land.

A review of the management and marketing information is made with attention to marketing strategies, operating budgets and affirmative marketing. Particular emphasis is given to determining if the operating costs are realistic and if the proposed managing agent is qualified to manage the development in conformity with the management standards and procedures established by the Authority. Schematic and preliminary drawings, specifications and site plans are reviewed by the Authority's staff architect for design concept with emphasis being placed on functional use for the residents and marketability over the life of the development. Energy conservation and economy are emphasized.

The Development Officer reviews the financial statements of both the sponsor and the general contractor and may also obtain independent credit reports on both. All individuals who are principals in the proposed mortgagor must also submit personal financial statements for review.

During its feasibility review, the Authority must determine that, based on the actual or projected interest rate and amortization schedule on the mortgage loan and an operating expense budget, the mortgage loan amount will not result in rents which adversely affect feasibility. Construction costs are reviewed and analyzed by the Authority's staff to determine whether such costs are reasonable based on costs of similar developments. An appraisal of the land is obtained from an independent real estate appraiser. For the purpose of analyzing the feasibility of the development, the Authority's underwriting policies provide that (i) the loan-to-value ratio may not exceed 90%, in the case of for-profit mortgagors, and 100%, in the case of non-profit mortgagors, (ii) the term of the mortgage loan may not exceed 35 years, and (iii) the debt service coverage, which is calculated as the net operating income (i.e., the rental income less operating expenses) divided by the debt service on the mortgage loan, may not be less than 110%; however, the foregoing policies may be waived or modified by the Authority at any time. If upon completion of these analyses the Executive Director approves the development, a commitment for a mortgage loan is issued with any terms or conditions specified by the Executive Director.

Commitment and Initial Closing

Upon receipt and acceptance of a mortgage loan commitment, the sponsor is to direct its attorney to prepare the documents for the initial mortgage loan closing. After review and approval by the Authority of all loan documents and final working drawings and specifications, the initial closing of the mortgage loan will be held. At this closing the mortgagor and the Authority will execute all documents required by the commitment, and the Mortgagor will make any required equity investment and other deposits required by the mortgage loan commitment.

Construction

The Authority has established various requirements intended, in particular, to assure timely completion of construction and to provide funds in the event difficulties are encountered during construction. Among these requirements, which may be waived by the Authority, are the following:

- A holdback equal to 10% of construction disbursements until completion;
- Unconditional, irrevocable letters of credit (generally 10-15% of construction costs) to secure completion of construction; and
- Letters of credit to secure correction of latent construction defects (generally 2.5% of construction costs).

Construction of the development generally commences within 30 days after the initial closing. During construction, the Authority's field inspectors make frequent on-site observations of the progress of construction. The Authority approves or disapproves all construction loan disbursements and construction change orders.

Final Closing and Certifications

Upon completion of construction, the Authority makes a final review to determine that, based on its inspection of the development and the representations of the architect, (i) construction of the development has been completed in accordance with approved plans and specifications and other terms of the mortgage loan, and in accordance with any applicable zoning, building, housing and other codes and ordinances, and (ii) the development is in good and tenantable condition. If the final review is satisfactory, the general contractor and the mortgagor submit cost certifications of all actual costs of construction and development. Such cost certificates must be completed by an independent Certified Public Accountant in accordance with the Authority's guidelines, except that in the case of developments having limited rehabilitation, the mortgagor is required only to certify that the costs are reasonable, ordinary and necessary for such rehabilitation.

Prior to final closing the Authority's staff reviews and approves the cost certifications, final title insurance policy and certain documents required by the Authority, such as final plans and specifications, as-built survey, waiver of liens and the architect's certification as to completion of the development. Upon final closing the final mortgage loan amount is established and disbursement of the remaining mortgage loan proceeds is made.

The final mortgage loan amount may be reduced from the initial closing amount based upon the certification of actual costs. Although it is the Authority's present policy not to grant mortgage loan increases at the final closing of a mortgage loan, a Mortgage Loan increase may be granted if deemed justified by the Authority.

Permanent Financing

In the case of a mortgage loan which is to provide only the permanent financing for a development, certain of the above described processing procedures relating to the closing of the mortgage loan and the construction of the development are inapplicable (e.g., the closing of the mortgage loan is held upon completion of construction, if any, of the development in accordance with the plans and specifications approved by the Authority and upon satisfaction of the conditions of the commitment, and the proceeds of the mortgage loan are fully disbursed at such closing).

Regulation and Management

Generally, each development is subject to a regulatory agreement between the Authority and the mortgagor, which regulates the occupancy, management and operations of the development. However, the rents to be charged for units in a development are established by the mortgagor without the approval of the Authority. The management of the development is also governed by a housing management agreement between the mortgagor and its management agent or, if the mortgagor and the management agent are the same entity, between the mortgagor and the Authority. In the case of a development that is not financed by Tax Exempt Bonds and that has an original principal amount of less than \$2 million, the Authority does not require the execution of a regulatory agreement or housing management agreement but does require the inclusion of covenants in the deed of trust regulating the occupancy, operation and ownership of the development. See "Federal Programs and Requirements" and "Authority Income Limits" above for a discussion of the income limits applicable to the developments.

The Authority has the right to terminate the housing management agreement for just cause as determined by the Authority. After completion of construction and occupancy, the Authority periodically inspects the development and conducts spot audits of the management agent's verification of resident eligibility, receives a report on the development accounts, accounts payable and receivable and development bank accounts, and generally observes all management operations. Except in the case of mortgage loans having an outstanding principal balance of less than \$1 million, the mortgagor is required to submit monthly reports to the Authority which include information on the status of accounts payable and receivable for the development, occupancy of the units, and operating income and expenses. When any potential problems are identified, the Authority attempts to determine the causes in order to facilitate the initiation of appropriate corrective action, which may include management changes, additional equity contributions by the mortgagors, foreclosure, loan modification and other appropriate remedial actions.

After final closing, each mortgagor typically pays a monthly amount to fund a reserve for replacements account for the development. Such monthly amounts may be discontinued if the balance in such account is maintained at the equivalent of three years of reserve deposits, a capital needs study shows that reserves are at a sufficient level or another party is collecting reserves. In addition, on a case by case basis, the Authority may not require such monthly amount if the Authority determines that such deposit is not warranted. The mortgagor may request the withdrawal of funds from the reserve for replacements account for payment of the cost of major replacement items. Disbursements are to be made in accordance with the Authority's determinations as to what is in the best interest of the development.

An escrow account for the payment of real estate taxes and hazard insurance premiums is maintained by the Authority for each development after final closing and is funded by monthly payments by the mortgagor of 1/12 of the estimated annual real estate tax assessments and hazard insurance premiums. The Authority pays real estate taxes and hazard insurance premiums for each development out of the sums available for each development from the mortgagor's deposits. The mortgagor is required to contribute additional funds in the event of a deficiency in the escrow account.

Payment of Multi-Family Bonds

The scheduled payments of principal and interest on such multi-family bonds have been based upon the assumed receipt by the Authority of principal and interest or other payments on or with respect to the assets pledged thereto. In so scheduling such payments of principal and interest on the bonds, the Authority has assumed that no prepayments of principal would be received with respect to the mortgage loans. Based upon such assumptions, the Authority believes that the principal and interest or other payments on or with respect to the assets pledged to such bonds will be in excess of the scheduled debt service on such bonds.

The ability of the Authority to pay such principal and interest on such multi-family bonds may be adversely affected by (i) failure to receive principal and interest or other payments or income when due or any time thereafter with respect to mortgage loans, investment obligations and any other asset pledged thereto, (ii) receipt of income with respect to developments owned by the Authority and financed by the bonds in amounts less than expected by the Authority, (iii) mortgage loans, investment obligations and other assets not being made, financed or acquired at the times, interest rates or prices, as applicable, contemplated by the Authority or not being made, financed or acquired at all, and (iv) receipt of net proceeds from the sale or other disposition of assets pledged thereto in amounts less than expected by the Authority. The ability of a mortgagor to make principal and interest payments on a mortgage loan may be adversely affected by reductions (or the failure to receive adequate increases) in federal subsidy payments with respect to any developments financed by the bonds and assisted by such subsidy payments, as well as by general economic conditions.

Delinquencies and Foreclosures; Risk of Loss

As of November 1, 2012, all mortgagors in the Authority's multi-family bond financed program were current in their payments, except 23 mortgagors owning developments financed by mortgage loans having an aggregate current principal balance of approximately \$22.1 million. The Authority has commenced foreclosure proceedings on 4 of such developments. Since the inception of the programs utilizing the proceeds of such bonds, the Authority has acquired by foreclosure or deed in lieu of foreclosure 48 developments. The Authority currently owns 22 of such developments (the "Owned Developments") and sold 26 of such developments to a third party. The Authority has foreclosed on 10 development that was purchased by a third party at the foreclosure sale, and has assigned four FHA-insured mortgage loans to the U.S. Department of Housing and Urban Development ("HUD"). The rental and other income of the Owned Developments is, in many instances, insufficient to provide a market rate return to the Authority on its capital investment in such Owned Developments. For developments experiencing financial difficulties, the Authority may also restructure the timing of the receipt of the principal and interest payments on the mortgage loan or reduce the interest rate on a temporary or permanent basis.

The Authority conducts quarterly analyses of the risk of loan loss on its portfolio of multi-family mortgage loans in order to determine the amount to be included in the calculation of the Authority's Allowance for Loan Loss for estimated losses on multi-family mortgage loans under the multi-family programs of the Authority. For this analysis, the Authority develops a list of the multi-family developments that are identified as being at risk of foreclosure and assigns one of four levels of risk ("high risk," "medium risk," "low risk" or "possible") to each of those at risk multi-family developments based upon a number of factors, including its mortgage loan payment status and record, its debt service coverage from rental income, the willingness and ability of the mortgagor to fund mortgage loan payment deficiencies, its physical condition, the mortgagor's operation and management of the development, the financial status of any other multi-family developments that the principals in the mortgagor have financed with the Authority and such other factors as the Authority determines to be related to the risk of loss. In addition, the Authority estimates the potential loss for each of the at-risk multi-family developments calculated as the difference between the outstanding principal balance of the mortgage loan and the value of the development financed by such mortgage loan as determined by the Authority based upon the amount of debt financing (assumed to be fully amortizing over 30 years with level payments and at the lesser of the existing interest rate on the Authority's mortgage loan or the average of the multi-family interest rates then being offered by the Authority) which could be supported by the net operating income of the development. Reductions are made in the potential loss for any operating and replacement reserves of the development and for the value of federal low-income housing tax credits, if any, that may be taken over the balance of the initial 10 years of the operation of the development. Based on such level of risk and potential loss, the Authority includes an amount for each such at-risk development in the Authority's Allowance for Loan Loss. Set forth below is a chart that, as of September 30, 2012, lists the number of such at-risk developments at each level of risk, the aggregate principal balance of the mortgage loans financing such developments, and the amount included in the Authority's Allowance for Loan Loss for the developments at such risk level.

<u>Foreclosure Risk Level</u>	<u>Number of Developments</u>	<u>Principal Balance (in millions)</u>	<u>Amount Included in Allowance for Loan Loss (in millions)</u>
High	12	\$ 11.1	\$2.2
Medium	14	43.0	8.1
Low	35	129.4	6.6
Possible	<u>54</u>	<u>183.4</u>	<u>6.7</u>
TOTAL	115	\$366.9	\$23.6

The Authority also includes in the Allowance for Loan Loss additional amounts for all other multi-family developments based upon percentages (ranging from 1% to 2%) of the outstanding principal balances of the mortgage loans financing such other developments and may include other additional amounts in the Allowance for Loan Loss to cover risks on multi-family developments not otherwise covered by the above described amounts. The total of all of the foregoing amounts that were included in the Authority's Allowance for Loan Loss as of September 30, 2012 is \$54.2 million. The Authority's total Allowance for Loan Loss which includes such total amount and amounts for possible losses on single family mortgage loans financed by the Authority was \$167.3 million as of September 30, 2012. The Authority may at any time modify the above described analysis and calculations as it shall determine to reflect its risk of loan loss.

Other Single Family Programs

New mortgage loans originated under the Authority's single family program, including Mortgage Loans, have previously been financed principally with the proceeds of Bonds and Homeownership Mortgage Bonds as set forth herein. The Authority also has utilized and expects to utilize other moneys of the Authority to finance new mortgage loans under its single family program as set forth herein under "Miscellaneous Programs" and the "General Fund and Other Net Assets".

Miscellaneous Programs

The Authority makes certain mortgage loans supported or financed by net assets of the Authority (see "General Fund and Other Net Assets" for a description of mortgage loan programs effected with assets in the General Fund). The Authority also administers the federal low income housing tax credit program under Section 42 of the Code and federal grant or subsidy programs and assists the Commonwealth's Department of Housing and Community Development in the administration of the federal HOME loan and grant program. Mortgage loans and other assets financed or acquired by money from federal grant or subsidy programs are not pledged or available for the payment of any of the Authority's bonds or other obligations.

Summary of Revenues, Expenses, and Net Assets

The following is a summary of the Authority's revenues, expenses and net assets at year end for each of the fiscal years from 2008 through 2012 and at September 30, 2011 and 2012. With respect to September 30, 2011 and 2012, and the three month periods then ended, the summary includes normal accruals and estimates, necessary under generally accepted accounting principles for a fair presentation of combined revenues, expenses and changes in net assets of the Authority. Operations for the three month period ended September 30, 2012 are not necessarily indicative of operations for the fiscal year ending June 30, 2013. The net assets of certain funds are restricted and are subject to varying valuation methodologies pursuant to contracts with bond owners. The totaling of the accounts does not indicate that the combined net assets are available for the payment of principal of or interest on the Bonds, for the payment of the Authority's operating expenses or for any other purpose. The summary should be read in conjunction with the financial statements and notes appearing in Appendix E. The amounts in the summary for each year ended June 30 are derived from the audited financial statements for each such year.

	Year Ended June 30 (in millions)					Three Months Ended September 30 (unaudited)	
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	<u>2012</u>
<i>(Not included in independent accountants' report)</i>							
Memorandum Only – Combined totals							
Revenues:							
Interest on mortgage loans.....	\$487	\$519	\$513	\$505	\$489	\$124	\$116
Investment income	(17)	2	18	15	17	7	0
Pass-through grants received.....	72	69	128	158	120	31	32
Housing Choice Voucher program	63	61	69	72	37	17	2
Other	<u>20</u>	<u>23</u>	<u>32</u>	<u>27</u>	<u>44</u>	<u>6</u>	<u>16</u>
Total revenues.....	<u>625</u>	<u>674</u>	<u>760</u>	<u>777</u>	<u>707</u>	<u>185</u>	<u>166</u>
Expenses:							
Interest	335	355	336	321	296	78	70
Pass-through grants disbursed	72	69	128	158	120	31	32
Housing Choice Voucher program	65	71	70	69	39	17	2
Total administrative expenses, etc.....	<u>81</u>	<u>102</u>	<u>123</u>	<u>133</u>	<u>165</u>	<u>40</u>	<u>37</u>
Total expenses	<u>553</u>	<u>597</u>	<u>657</u>	<u>681</u>	<u>620</u>	<u>166</u>	<u>141</u>
Excess of revenues over expenses	72	77	103	96	87	19	25
Net assets at beginning of period.....	<u>1,970</u>	<u>2,042</u>	<u>2,119</u>	<u>2,222</u>	<u>2,318</u>	<u>2,318</u>	<u>2,405</u>
Net assets at end of period.....	<u>\$2,042</u>	<u>\$2,119</u>	<u>\$2,222</u>	<u>\$2,318</u>	<u>\$2,405</u>	<u>\$2,337</u>	<u>\$2,430</u>
Net assets of the General Fund at end of period.....							
	\$199	\$154	\$167	\$154	\$99	\$173	\$88

The decrease in the net assets of the General Fund at the end of period between June 30, 2011 and June 30, 2012 was due primarily to the Authority paying most of its general operating expenses from the General Fund and, unlike prior fiscal years, not transferring amounts from non-General Fund accounts necessary to offset such expenses. See "Schedule 3" and "Schedule 5" of Appendix E. In future years, the Authority expects to continue to pay its general operating expenses from the General Fund and to maintain the General Fund's net asset position at a level determined to be appropriate by the Authority.

Selected Figures Excluding Effects of GASB 31

Statement No. 31 of The Governmental Accounting Standards Board (GASB 31), Accounting and Financial Reporting for Certain Investments and for External Investment Pools ("GASB 31") requires investments, but not liabilities or mortgage loans, held by governmental entities to be reported at fair market value on the balance sheet with changes in fair market value to be included as adjustments to revenues in the statement of revenues, expenses, and changes in net assets. The following summary excludes the effects of GASB 31 and is subject to the qualifications set forth in the previous paragraph.

	Year ended June 30					Three Months Ended	
	(in millions)					September 30	
	2008	2009	2010	2011	2012	2011	2012
	<i>(Not included in independent accountants' report)</i>						
Memorandum Only – Combined totals							
Excess of revenues over expenses							
excluding GASB 31 adjustments	\$131	\$79	\$61	\$85	\$78	\$14	\$23
Net assets at end of period							
excluding GASB 31 adjustments	\$2,099	\$2,178	\$2,239	\$2,324	\$2,402	\$2,339	\$2,425
Net assets of the General Fund							
at end of period excluding							
GASB 31 adjustments.....	\$220	\$184	\$183	\$166	\$107	\$189	\$94

The material GASB 31 adjustment in fiscal year 2008 was due primarily to credit impairment on mortgage backed securities. The material GASB 31 adjustment in fiscal year 2010 was primarily due to unrealized gains on investments.

Prepayments

A decline in mortgage interest rates will generally result in an increase in prepayments on single family mortgage loans. Such prepayments on the single family mortgage loans may have the effect of reducing the outstanding principal balance of the Authority's single family portfolio and thereby adversely affecting the Authority's revenues. No assurances can be given as to future changes in mortgage interest rates or prepayments or the financial impact of such prepayments on the Authority's revenues. See "Changes in Federal or State Law and Programs" above for a discussion of possible legislation or regulations that may have an impact on prepayments.

Prior and Anticipated Financings of the Authority

As of September 30, 2012, the Authority had approximately \$6.046 billion of notes and bonds outstanding (see Appendix E). Subsequent to such date, the Authority issued (or expects to issue) the following notes and bonds, in addition to the Offered Bonds:

<u>Issue</u>	<u>Par Amount</u>	<u>Issuance Date</u>
Rental Housing Bonds, 2012 Series D - Taxable	\$221,925,000	October 30, 2012
Rental Housing Bonds, 2012 Series E - Non-AMT	\$10,700,000	November 20, 2012
Note to Federal Home Loan Bank - Atlanta	\$38,500,000	December 19, 2012
Series ABC-1 Bonds	\$230,000,000	December 20, 2012
Subseries C-STEM Bonds	\$560,000,000	December 20, 2012
Commonwealth Mortgage Bonds, 2013 Series A - Taxable (Pass-Through)	\$100,000,000*	February 28, 2013*
Rental Housing Bonds, 2013 Series A-Non-AMT	\$25,000,000*	March 19, 2013*

* Expected.

Investments

Moneys in the General Fund may be invested by the Authority in (i) obligations or securities which are lawful investments for fiduciaries as set forth in Section 26-40 of the Code of Virginia, 1950, as amended, (ii) any investments and deposits authorized by Sections 2.1-327 through 2.1-327.13 of the Code of Virginia 1950, as amended, permitting the investment of the funds of the Commonwealth and its political subdivisions, such as the Authority, in certain other types of investments, and (iii) any other investments permitted under any bond resolution or trust indenture of the Authority which, when acquired,

have, or are general obligations of issuers who have, long-term ratings of at least AA or Aa or the highest short-term ratings, as applicable, by two rating agencies, one of which shall be Moody's or Standard & Poor's or any successor thereto. Moneys pledged pursuant to a bond resolution or trust indenture of the Authority may be invested in any manner permitted by such bond resolution or trust indenture. Investment decisions are made by the Authority's Treasury and Investment Manager. It is the Authority's current investment policy not to (i) invest long-term those moneys expected to be utilized in the short-term or (ii) effect leverage transactions (e.g. reverse repurchase agreements or other borrowings) for the principal purpose of profiting from changes in interest rates. The Authority reserves the right to modify its investment policy from time to time.

As of September 30, 2012, Authority's current investment portfolio consists principally of direct or indirect obligations of the United States of America or of its agencies and instrumentalities, including but not limited to organizations such as Fannie Mae and Ginnie Mae (collectively, "Federal Obligations"), corporate notes, bonds (including municipal bonds) and debentures, asset backed securities, certificates of deposit, and commercial paper, all of which satisfy the requirements in the above referenced Sections of the Code of Virginia (see footnote 5 of the Authority's financial statements attached hereto as Appendix E). The secondary market for investments which are not Federal Obligations has been in the past and may be in the future very illiquid. No assurances can be given that such investments can be sold prior to maturity or, if sold, can be sold at a price which is not materially less than the Authority's capital investment in such investment.

Footnote 5(b) of the Authority's financial statements sets forth a combined statement of the credit risk of the Authority's investments in the General Fund and under its bond resolutions, which overall is concentrated in the Money Market Securities category. As of September 30, 2012, the Authority's counterparties in the Money Market Securities category were as follows:

<u>Counterparty</u>	<u>CUSIP</u>	<u>Principal Amount</u>	<u>Principal Amount (by Counterparty)</u>
US Bank Commercial Paper Fund	02961021	\$ 318,686,707	\$ 318,686,707
Bank of Nova Scotia CD	06417E6X	50,000,000	
Bank of Nova Scotia CD	06417FAJ	25,000,000	75,000,000
Toyota Motor Credit CP	89233GKG	44,993,063	
Toyota Motor Credit CP	89233GM3	19,992,650	64,985,713
Royal Bank of Canada CD	78009NGM	35,000,000	35,000,000
General Electric Capital Corp CP	36959HM3	29,987,925	29,987,925
JP Morgan Federal Money Market Fund	48199ZVB	500,000	500,000
TOTAL		<u>\$ 524,160,344</u>	<u>\$ 524,160,344</u>

The Common Fund

The Authority operates a non-regulated, internal only, pooled investment fund (the "Common Fund") consisting of various investments with maturity dates not later than 366 days from the date any such investment is allocated to the Common Fund; provided, however, that investments that have variable interest rates which are subject to mandatory market rate adjustment not less frequently than quarterly are permitted if their maturity dates at the time of allocation to the Common Fund do not exceed three years and if such investments do not exceed 10% of the Common Fund at the time of purchase. At present, all of such investments are investments permitted by the Resolution (see definition of "Investment Obligation" in the Resolution set forth in Appendix A).

The shares of the Common Fund represent an undivided interest in the investments comprising the Common Fund. The Authority's investment accounting system allocates shares of the Common Fund to various funds of the Authority, including Investment Obligations of the Offered Bonds and the Currently Outstanding Bonds, pro rata based upon the amounts invested in the Common Fund. It is expected that a substantial portion of the Investment Obligations of the Bonds will be comprised of Common Fund shares.

General Fund and Other Net Assets

The General Fund is used to pay the operating expenses of the Authority and is a source of payment for all general obligations of the Authority, including the Bonds, although it is not specifically pledged to secure the Bonds. Moneys comprising the General Fund's net assets may be used for any lawful purpose of the Authority. No assurance can be given that moneys will be available in the General Fund for payment of debt service on Bonds, including the Offered Bonds, at any particular time. Each mortgage loan financed by the General Fund is herein referred to as a "General Fund Mortgage Loan."

The Authority has conducted and continues to conduct various subsidized mortgage loan programs financed or supported by the net assets of the Authority, including the net assets of the General Fund. Each mortgage loan so financed or supported is herein referred to as a "Subsidized Mortgage Loan". A mortgage loan is a Subsidized Mortgage Loan if the effective interest rate thereon is at or below the effective cost of the capital (debt or net asset) of the Authority so financing such mortgage loan. For a Subsidized Mortgage Loan financed with net assets, the effective cost of such net assets is assumed to be the effective cost that the Authority would have paid (at the time of the issuance of the Authority's commitment to finance such Subsidized Mortgage Loan) to finance such Subsidized Mortgage Loan with debt capital on which interest is not excluded from gross income for federal income tax purposes.

Prior to July 1, 2005, the Authority made available the amount of \$275.7 million for Subsidized Mortgage Loans, principally for the elderly, disabled, homeless and other low income persons. The Authority implemented, beginning July 1, 2005, a new methodology for determining the amount of its net assets that will be used to provide reduced interest rates for Subsidized Mortgage Loans and otherwise subsidize its programs (the "Subsidized Programs"). Under this new methodology, the annual amount of the Authority's net assets to be dedicated, on a present value basis as determined by the Authority, to provide reduced interest rates or other support for Subsidized Mortgage Loans or to otherwise provide housing subsidies under its programs, including bond financed programs, shall be equal to 15% of the average of the Authority's excess revenue (as unadjusted for the effect of GASB 31 and 53) for the preceding three fiscal years or, commencing with fiscal year 2011, the preceding five fiscal years (the "Percentage Amount"). For example, the present value of the interest rate reductions or other support or subsidies to be made available for fiscal year 2013 programs is \$15.3 million (including \$4.1 million of unused allocations from prior years) which is equal to 15% of the average unadjusted excess revenues for fiscal years 2007 through 2011. Such annual amounts will, in effect, represent the present values of the costs to the Authority to finance (at interest rates below the Authority's capital costs as described above) or otherwise support the Subsidized Mortgage Loans or to provide other housing subsidies. This use of net assets is expected to reduce the amount available to the Authority for payment of the Bonds or other purposes permitted by the Act. The principal amount of Subsidized Mortgage Loans that will be available at reduced interest rates under this new methodology will vary depending on such factors as the amount of the interest rate reductions and the expected lives of the Subsidized Mortgage Loans. Furthermore, the Authority may decide to use such annual subsidy amount for purposes other than Subsidized Mortgage Loans, and such uses may affect such principal amount of the Subsidized Mortgage Loans. The amounts to be made available under this new methodology in the future will be subject to review by the Authority of the impact thereof on its financial position. The Authority has financed and expects to finance some, but not all, of such Subsidized Mortgage Loans, in whole or in part, with funds under its various bond resolutions, including the Bond Resolution. The Authority may, in its discretion, apply net assets in excess of the Percentage Amount for its Subsidized Programs or may change the percentage or methodology for calculating the amount of net assets to be made available for Subsidized Mortgage Loans, and in 2007 the Authority increased the amount of net assets in excess of the Percentage Amount for fiscal year 2007 Subsidized Programs by approximately \$3.1 million in order to provide additional funds for multi-family rental developments to be financed by the Authority. The total of the annual amounts used or expected to be made available for Subsidized Programs under this new methodology through fiscal year 2014 is \$154.6 million.

As of September 30, 2012, approximately \$86 million aggregate principal balance of multi-family mortgage loans financed by General Fund net assets was outstanding. As of September 30, 2012, all of such multi-family mortgage loans were current in their payments, except four mortgage loans having an aggregate principal balance of approximately \$961,000 that were delinquent. As of September 30, 2012, the Authority had acquired by foreclosure twelve multi-family developments that were financed by General Fund net assets, owned two of such developments and had foreclosed on three developments that were purchased by third parties at the foreclosure sales. The rental and other income of the Owned Developments is, in many instances, insufficient to provide a market rate return to the Authority on its capital investment in such Owned Developments. As of September 30, 2012, approximately \$55.6 million aggregate principal balance of single family mortgage loans financed by General Fund net assets (including approximately \$34.7 million of such loans financed through the issuance of Ginnie Mae securities held in the General Fund) was outstanding; and 5.3% of such single family mortgage loans having an aggregate principal balance of approximately \$2.9 million were two or more months delinquent in monthly payments, and 2.6% of such single family mortgage loans having an aggregate principal balance of approximately \$1.4 million were in foreclosure.

Pursuant to legislation enacted by the 2003 Session of the General Assembly, the Authority purchased from the Commonwealth's Department of Housing and Community Development ("DHCD") on June 30, 2003, the portfolio of outstanding loans and other assets comprising the Commonwealth's Virginia Housing Partnership Revolving Fund (the "Partnership Fund") that was created by the Virginia General Assembly for the purpose of funding low and moderate income housing. Such outstanding loans, which had total outstanding principal balances of approximately \$71 million, bear below market interest rates, generally have loan to value ratios in excess of 95%, and serve lower income persons and families than the Authority's programs serve generally. The Authority also purchased approximately \$16 million of investments which have been used to fund an approximately equal amount of similar loans pursuant to outstanding commitments and allocations. The purchase price for the loans and investments was approximately \$60 million. The Authority issued the VHDA General Purpose Bonds, 2003 Series V-Taxable, on June 26, 2003, in the amount of \$52,440,000 to finance the purchase of the loans and assets in the Partnership Fund, with the balance of the purchase price paid from other funds of the Authority. Pursuant to such legislation \$40,822,000 of the approximately \$60 million in proceeds from the sale were transferred to the Commonwealth's General Fund, and the residual balance of approximately \$19 million was transferred to the Authority to be used in conjunction with existing resources to provide financing for affordable housing not otherwise eligible through other programs. The Authority and DHCD executed a Memorandum of Understanding that provided for administration of the residual balance as a revolving loan fund for single family and multifamily housing programs. Pursuant to legislation enacted in the 2005 Session of the General Assembly, \$7,500,000 of such residual balance was transferred to a Community Development Bank formed by the Commonwealth. The remainder of such residual balance has been committed or disbursed for the financing by the Authority of mortgage loans.

The Authority has a \$100 million revolving credit agreement (the "Bank of America Agreement") with Bank of America, N.A. ("Bank of America") to provide a source of immediately available funds for the general corporate purposes of the Authority, including, at the option of the Authority, the payment of the purchase price of bonds which are tendered but are not remarketed. Upon submission of a completed and duly executed request for advance, the Authority may draw funds under the Bank of America Agreement up to the maximum outstanding amount of \$100 million, provided that no default by the Authority under the Bank of America Agreement shall have occurred and be continuing. Defaults include (1) failure by the Authority to

pay any amounts due under the Bank of America Agreement; (2) any representation or warranty made by the Authority in or pursuant to the Bank of America Agreement being incorrect or untrue in any material respect as of the date of the Bank of America Agreement or as of the date of any extension thereof; (3) any default by the Authority under any mortgage, indenture, contract, agreement, undertaking or instrument evidencing debt of the Authority that is not remedied within 30 days' notice by the Authority to the Bank of America and that could reasonably be expected to have a material adverse effect on the Authority or the ability of the Authority to perform its obligations under the Bank of America Agreement; (4) the bankruptcy of the Authority, certain acts of insolvency by the Authority, or the rendering of any final judgment against the Authority that remains unsatisfied for 60 days; (5) the assignment to the Authority of a rating by Moody's or Standard & Poor's below Baa or BBB, respectively, or a withdrawal by Moody's or Standard & Poor's of their applicable rating of the Authority; (6) failure by the Authority to comply with certain of its covenants in the Bank of America Agreement requiring the Authority (a) not to invest its own funds in a manner which could reasonably be expected to result in a material adverse effect on the Authority or the ability of the Authority to perform its obligations under the Bank of America Agreement, (b) to submit financial records and information, including our official statements, to the Bank of America, (c) to provide notice to the Bank of America of any default by the Authority under the Bank of America Agreement or any default or other event under any instrument evidencing the Authority's debt that may result in the accelerating of the maturity of such debt and could have a material adverse effect on the Authority, (d) to provide notice to the Bank of America of any material litigation pending or threatened against the Authority or of any initiative, referendum, or similar events reasonably expected to have any material adverse effect on the Authority, (e) to maintain adequate and proper books and records, (f) to use best efforts to maintain the Authority's existence and the Authority's rights and privileges material to its ability to repay obligations under the Bank of America Agreement, and (g) to comply with laws and regulations of the Commonwealth of Virginia and the United States; and (7) merger, consolidation or disposition of all or a substantial part of the Authority's property reasonably expected to result in any material adverse effect on the Authority. In the event of any default by the Authority under the Bank of America Agreement, the Bank of America may terminate such Agreement and may demand immediate payment of any and all amounts drawn and outstanding thereunder. Any such demand may adversely affect the financial condition of the Authority, including its ability to use General Fund and other net assets to pay Bond Amounts, to the extent Assets and income therefrom are not sufficient to pay such Bond Amounts. Unless extended by the Bank of America and the Authority, the Bank of America Agreement will terminate on December 1, 2013, subject to any notice of termination by Bank of America due to default or by the Authority. All outstanding amounts are due and payable on the termination date. As of September 30, 2012, \$90.5 million was outstanding under the Bank of America Agreement.

The Authority also has a \$150 million revolving credit agreement (the "Bank of Nova Scotia Agreement") with The Bank of Nova Scotia to provide a source of immediately available funds for the general corporate purposes of the Authority, including, at the option of the Authority, the payment of the purchase price of bonds which are tendered but are not remarketed. Upon submission of a completed and duly executed request for advance, the Authority may draw funds under the Bank of Nova Scotia Agreement up to the maximum outstanding amount of \$150 million, provided that no default by the Authority under the Bank of Nova Scotia Agreement shall have occurred and be continuing. Defaults under the Bank of Nova Scotia Agreement are the same as under the Bank of America Agreement described in the preceding paragraph, except that the Bank of Nova Scotia Agreement contains the following additional events of default: (1) any material and adverse deviation from the investment policies described in the first paragraph of "Investments" above, unless the Authority gives the Bank of Nova Scotia 30 days prior written notice of such deviation, and (2) any failure to pay an amount in excess of \$2 million under any debt of the Authority beyond any applicable grace period, unless contested by the Authority in appropriate legal proceedings. In the event of any default by the Authority under the Bank of Nova Scotia Agreement, the Bank of Nova Scotia may terminate such Agreement and may demand immediate payment of any and all amounts drawn and outstanding thereunder. Any such demand may adversely affect the financial condition of the Authority, including its ability to use General Fund and other net assets to pay Bond Amounts, to the extent Assets and income therefrom are not sufficient to pay such Bond Amounts. Unless extended by the Bank of Nova Scotia and the Authority, the initial term of the Bank of Nova Scotia Agreement expires on November 28, 2013, subject to any notice of termination by the Bank of Nova Scotia due to a default or by the Authority. All amounts due by the Authority are due and payable on the termination date, provided that, if no default shall have occurred and be continuing, all such amounts shall, upon the written request of the Authority, be converted into a five-year term loan. No amounts are currently outstanding under the Bank of Nova Scotia Agreement.

The Authority from time to time issues notes to the Federal Home Loan Bank of Atlanta (the "FHLB") under an Advances, Specific Collateral Pledge and Security Agreement for Nonmember Mortgagees dated September 27, 1995 (the "FHLB Agreement"). The proceeds of the notes issued to the FHLB or other qualifying assets are deposited with the FHLB and serve as collateral for the notes. Any such other collateral is periodically marked to market, and the Authority may be required to post additional collateral if the market value falls below thresholds specified in the FHLB Agreement. Each note may be redeemed at par at any time. The proceeds of notes have generally been used to refund tax-exempt bonds, and the Authority may refund the notes in the future with tax-exempt bonds. The Authority has also previously issued, and may from time to time hereafter issue, notes to the FHLB and utilize the proceeds thereof for any valid corporate purpose. Events of default under the FHLB Agreement include (1) any failure to pay when due the amounts owed under the notes or to perform any other obligation of the Authority under the FHLB Agreement; (2) any failure to maintain adequate qualifying collateral free of encumbrances; (3) bankruptcy and certain other acts of insolvency by the Authority; and (4) any material adverse change in the Authority's financial condition. In the event of any default by the Authority under the FHLB Agreement, the FHLB may demand immediate payment of any and all amounts outstanding under the notes and may take possession of and sell the collateral. If the collateral shall be insufficient to repay all amounts due under the FHLB Agreement, any such demand may adversely affect the financial

condition of the Authority, including its ability to use General Fund and other net assets to pay Bond Amounts, to the extent that Assets and income therefrom are not sufficient to pay such Bond Amounts.

SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION

The following statements are brief summaries of certain provisions of the Resolution. Such statements are qualified in each case by reference to the Resolution (the full text of the Resolution is set forth in Appendix A). Capitalized items not previously defined in this Official Statement or not defined in this Summary shall have the meanings set forth in the Resolution.

Assets and the Pledge Thereof

“Asset” means any Mortgage Loan, Authority Property, Investment Obligation, Revenue, and, to the extent subject to the pledge or lien of the Resolution or the 1986 Amended Resolution as of the effective date of the Resolution or thereafter, any cash, Exchange Agreement, Enhancement Agreement or Other Financial Agreement. Subject only to the right of the Authority to withdraw, transfer, sell, exchange or otherwise apply Assets in accordance with the provisions of the Resolution, a pledge of Assets is made by the Resolution to secure the payment of the Authority’s obligations with respect to the Resolution, including any and all Amounts.

Funds and investments on deposit in any Payment Account and Defeasance Obligations in any Defeasance Account are not Assets; however, a pledge of funds and investments in any Payment Account and Defeasance Obligations in any Defeasance Account is made by the Resolution to secure the payment of the Authority’s obligations (including any and all Bond Amounts as defined below) on the Bonds, any Enhancement Agreement, any Exchange Agreement and any Other Financial Agreement with respect to which such funds and investments and Defeasance Obligations are so deposited.

Subject only to the right of the Authority to withdraw, transfer, sell, exchange or otherwise apply Assets in accordance with the provisions of the Resolution, the Assets, regardless of their location or method of identification, are and shall be held in trust for the purposes and under the terms and conditions of the Resolution.

Application of Assets for Payment of Bond Amounts

“Bond Amount” means the one or more payments of principal and interest, including any Compounded Amount, Purchase Price, Redemption Price or Sinking Fund Installment, if applicable, due and payable from time to time with respect to a Bond from its date of issuance to its maturity, tender or redemption date, or any payment required to be made by the Authority pursuant to an Exchange Agreement, Enhancement Agreement or Other Financial Agreement to the extent such payment thereunder is payable from Assets.

On any day on which a Bond Amount is due and payable (or, if such day is not a Business Day, the next Business Day thereafter), the Authority shall pay such Bond Amount from Assets or other funds of the Authority to either, at the Authority’s option, the Trustee or to the Owner of such Bond Amount. No such payment shall be made unless the Authority shall pay, in full, all Bond Amounts due and payable on such date. Any such payment to the Trustee shall be in the form of cash or Investment Obligation which is a cash equivalent and the Trustee shall make payment of such Bond Amount to the Owner thereof in accordance with the immediately succeeding paragraph. Any such payment to the Trustee shall, pending disbursement thereof to the Owner thereof, be deposited into a Payment Account.

Funds and investments on deposit in any Payment Account shall not be Assets and shall be unavailable for payment to Owners other than the Owners of the Bond Amounts with respect to which such funds and investments were deposited by the Authority or the Trustee in such Payment Account, and the Owners of any such Bond Amounts shall no longer have a lien on or the benefit of a pledge of the Assets with respect to such Bond Amounts but shall have a lien on, and the benefit of the pledge of, the funds and investments in such Payment Account and shall look only to such funds and investments for payment. No funds and investments shall be withdrawn from any Payment Account other than to pay the applicable Bond Amounts.

Withdrawal, Transfer, Sale, Exchange and Modification of Assets

On any date, the Authority may either directly or by direction to the Trustee (i) apply Assets to make, purchase, finance or refinance Mortgage Loans, to acquire, rehabilitate, construct, finance or refinance Authority Property, to purchase Investment Obligations and make any required payments associated therewith, to make payments pursuant to any agreement associated, related or entered into with respect to the Bonds, to make payments to any party to comply with the Tax Covenant, to purchase any Bond, to pay any Expense, or to make any other withdrawal, transfer, sale, exchange or other application of Assets required, permitted or contemplated by the Resolution, or (ii) subject to satisfaction of the Revenue Test described below, transfer all or any portion of any Asset to the Authority. Assets so transferred to the Authority shall not thereafter be subject to the lien or pledge created by the Resolution.

The Authority shall be authorized to sell or exchange any Asset to or with any party (including the Authority) at a price and/or for other assets equal to such Asset’s fair market value, or subject to satisfaction of the Revenue Test described below, at any price and/or for any assets.

The Authority may modify or amend, in any manner it deems appropriate in its sole judgment, the terms and conditions of any Asset, subject to satisfaction of the Revenue Test described below or subject to the determination of an

Authorized Officer that such modification or amendment is either (i) not materially adverse to the payment of any Bond Amount, or (ii) in the best interests of the Owners.

To the extent that pursuant to an Officer's Certificate the Authority pledges any funds which are not then subject to the pledge of the Resolution and which are expected to be thereafter used to finance Mortgage Loans until the issuance of Bonds therefor, an amount of Assets equivalent to such funds, plus a reasonable charge for interest on such funds if and as determined by an Authorized Officer, may be subsequently withdrawn and transferred to the Authority without regard to the satisfaction of the Revenue Test.

Revenue Test

The Revenue Test requires that, prior to effecting any proposed action which is subject thereto, an Authorized Officer shall, based on such assumptions as such Officer shall deem reasonable (but without taking into account any future issuances of Bonds and any Assets derived therefrom, or any future execution of Exchange Agreements, Enhancement Agreements or Other Financial Agreements payable from Assets), determine that, subsequent to the effecting of such action, the anticipated Revenues (including Revenues anticipated to be derived from any acquisition, sale, transfer, exchange, withdrawal or other application or prepayment of any Asset and taking into account any default in the payment of Revenues which such Authorized Officer reasonably expects) to be derived from all Assets which are to remain or anticipated to become subject to the lien or pledge of the Bond Resolution shall be at least sufficient to pay all Bond Amounts as such Amounts are or are anticipated to become due and payable (by purchase, redemption, or otherwise).

Investment of Funds

Funds pledged pursuant to the Resolution may be invested in Investment Obligations.

Covenants

Except funds and investments in any Payment Account and Defeasance Obligations in any Defeasance Account, an asset or property may be acquired (by purchase or exchange) or financed pursuant to the Resolution only if such asset or property constitutes an Asset.

Subject to the Tax Covenant set forth in the following paragraph, the Authority shall do all such acts as may be reasonably necessary in the sole judgment of the Authority to receive and collect Revenues and to enforce the terms and conditions relating to the Assets.

The Authority shall at all times do and perform all acts required by the Code in order to assure that interest paid by the Authority on a Tax Exempt Bond shall not be included in gross income of the Owner thereof pursuant to the Code.

Incurrence of Additional Bond Obligations

The Resolution permits the incurrence of additional Bond Obligations, including the issuance of additional Bonds and the execution of any Exchange Agreement, Enhancement Agreement or Other Financial Agreements payable from Assets. The Bonds and such additional Bond Obligations so incurred, regardless of the time or times of their issuance, execution or maturity, shall be of equal rank without preference, priority or distinction, except as otherwise expressly provided in or determined pursuant to a supplemental resolution to the Resolution in accordance with subparagraph (8) in "Amendments" below.

Amendments

Amendments to the Resolution may be made by a supplemental resolution. Supplemental resolutions which become effective upon filing with the Trustee may be adopted for any one or more of the following purposes:

- (1) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Resolution;
- (2) To include such provisions as are deemed by an Authorized Officer to be necessary or desirable and are not contrary to or inconsistent with the Resolution as theretofore in effect;
- (3) To add other covenants, agreements, limitations, or restrictions to be observed by the Authority which are not contrary to or inconsistent with the Resolution as theretofore in effect;
- (4) To add to the rights or privileges of the Owners;
- (5) To surrender any right, power or privilege reserved to or conferred upon the Authority by the Resolution;
- (6) To comply with any provision of the Code or federal or state law or regulation;

- (7) To modify or amend the Resolution in any respect, subject to satisfaction of the Revenue Test; provided, however, that no such modification or amendment pursuant to this Subsection (7) shall modify or delete, or shall authorize or permit any deletion or modification of, any of the following: (i) any of the covenants, rights or remedies pursuant to the Tax Covenant or Article IX of the Resolution relating to remedies on default, (ii) the definition of Revenue Test, (iii) any requirement for satisfaction of the Revenue Test, (iv) the definition of Defeasance Obligation, (v) the provisions of Sections 103 through 106 of the Resolution relating to the constitution of the General Resolution as a contract, the general obligation of the Authority and the pledge of Assets, (vi) the provisions of Section 701 of the General Resolution which set forth those provisions permitting amendments to the General Resolution, (vii) the provisions of Section 1007 of the Resolution relating to the removal of the Trustee, (viii) the provisions of Section 1101 of the Resolution relating to defeasance, (ix) any requirement for notice to or consent, approval or direction of Owners, or (x) the terms of redemption or the due date or amount of payment of any Bond Amount without the consent of the Owner of such Bond Amount; or
- (8) To set forth the amendments to the Resolution necessary or desirable to provide for the issuance of Bonds or the execution of Exchange Agreements, Enhancement Agreements or Other Financial Agreements payable from Assets, (i) on which the payment of the Bond Amounts may be subordinate to the payment of the Bond Amounts with respect to other Bonds or Exchange Agreements, Enhancement Agreements or Other Financial Agreements payable from Assets, (ii) which may have the payment of their Bond Amounts conditional upon the happening of certain events, (iii) which may not be general obligations of the Authority, (iv) which may not be secured by all or any of the Assets, or (v) whose Owners do not have all of the rights or benefits of the other Owners.

Other supplemental resolutions may become effective only if (1) on the date such resolution becomes effective, no Bond issued prior to the adoption of such resolution remains Outstanding and no Exchange Agreement, Enhancement Agreement or Other Financial Agreement in existence prior to the adoption of such resolution remains payable from Assets, or (2) with consent of the Owners of at least sixty percent (60%) of the Bond Obligation responding to the request for consent within the time period as shall be established (and as may be extended) by the Trustee. No such resolution shall permit a change in the terms of redemption or in the due date or amount of payment of any Bond amount without the consent of the Owner of such Bonds Amount or lower the percentage of percentage of the Owners required to effect any such amendment.

Defeasance

If (i) Defeasance Obligations shall have been deposited in a Defeasance Account, (ii) the principal of and interest on such Defeasance Obligations at maturity, without reinvestment, shall be sufficient, in the determination of an Authorized Officer, to pay all Bond Amounts when due at maturity or upon earlier redemption with respect to a Bond and all fees and expenses of the Trustee with respect to such Defeasance Account, and (iii) any notice of redemption, if applicable, shall have been given to the Owner thereof or provisions satisfactory to the Trustee shall have been made for the giving of such notice, then notwithstanding any other provision of the Resolution to the contrary, the Owner of such Bond shall no longer have a lien on, or the benefit of a pledge of, the Assets. If the foregoing requirements shall have been satisfied with respect to all Outstanding Bonds and no Enhancement Agreement, Exchange Agreement or Other Financial Agreement remains payable from Assets, then the lien, pledge, covenants, agreements and other obligations under the Resolution shall, at the election of the Authority, be discharged and satisfied, and the Trustee shall thereupon deliver to the Authority all Assets held by it.

Defeasance Obligations shall not be Assets and shall be unavailable for payment to Owners other than the Owners of the Bond Amounts with respect to which such Defeasance Obligations shall have been deposited by the Authority in the applicable Defeasance Account. The Owners of such Bond Amounts so deposited shall have a lien on, and the benefit of the pledge of, the Defeasance Obligations in such Defeasance Account and shall look only to such Defeasance Obligations for payment.

No Defeasance Obligation shall be withdrawn from any Defeasance Account other than to pay, when due, the applicable Bond Amounts or the fees and expenses of the Trustee with respect to such Defeasance Account. If any Defeasance Obligation remains in a Defeasance Account subsequent to the payment of all the applicable Bond Amounts and all fees and expenses of the Trustee with respect to such Defeasance Account have been paid, such Defeasance Obligations shall be transferred to the Authority free of any lien or pledge of the Resolution.

For the purpose of defeasance, interest on any Bond on which the interest is or may be payable at a variable rate shall be calculated at the maximum interest rate (or, if none, the estimated maximum interest rate as determined by an Authorized Officer in an Officer's Certificate) payable on such Bond.

Cash on deposit in a Defeasance Account shall, upon the direction of an Authorized Officer, be invested by the Trustee in Defeasance Obligations or any repurchase agreement fully collateralized, as determined by an Authorized Officer, by any Defeasance Obligations.

Events of Default

Pursuant to the Resolution, each of the following is an Event of Default: (i) a Bond Amount shall become due on any date and shall not be paid by the Authority to either the Trustee or party due such Bond Amount on said date; or (ii) a default shall be made in the observance or performance of any covenant, contract or other provision of the Bonds or Resolution, and such default shall continue for a period of ninety (90) days after written notice to the Authority from Owners of twenty-five percent (25%) of the Bond Obligation or from the Trustee specifying such default and requiring the same to be remedied; or (iii) there shall be filed by or against the Authority as debtor a petition in bankruptcy (or other commencement of a bankruptcy or similar proceeding) under any applicable law or statute now or hereafter in effect.

Remedies

Upon the occurrence and continuance of an Event of Default described in clause (i) in the prior paragraph entitled "Events of Default", the Trustee may, and upon the written request of the Owners of not less than 25% of the Bond Obligation with respect to which such Event of Default has happened, shall, proceed to protect the rights of the Owners under applicable law or the Resolution. Pursuant to the Act, in the event that the Authority shall default in the payment of principal of or interest on any issue of the Bonds and such default shall otherwise continue for 30 days or in the event that the Authority shall fail to comply with the provisions of the Resolution, the Owners of 25% in aggregate principal amount of such issue of Bonds may appoint a trustee to represent the Owners of such issue of Bonds, and such trustee may, and upon written request of the Owners of 25% in aggregate principal amount of such issue of Bonds shall, in its name declare all such issue of Bonds due and payable.

Upon the occurrence and continuance of any Event of Default, the Trustee may, and upon the written request of the Owners of not less than 25% of the Bond Obligation, shall, proceed to protect the rights of the Owners under applicable law or the Resolution.

No Owner shall have any right to institute any suit, action or proceeding in equity or at law for the enforcement of any provision of the Resolution or for the execution of any trust hereunder or for any other remedy hereunder, unless (i) (a) such Owner previously shall have given to the Authority and the Trustee written notice of the Event of Default on account of which such suit, action or proceeding is to be instituted, (b) after the occurrence of such Event of Default, written request shall have been made of the Trustee to institute such suit, action or proceeding by the Owners of not less than twenty-five percent (25%) of the Bond Obligation or, if such Event of Default is an Event of Default described in clause (i) in the prior section entitled "Events of Default", by the Owners of not less than twenty-five percent (25%) of the Bond Obligation with respect to which such Event of Default has happened, and there shall have been offered to the Trustee security and indemnity satisfactory to it against the costs and liabilities to be incurred therein or thereby, and (c) the Trustee shall have refused or neglected to comply with such request within a reasonable time, or (ii) (a) such Owner previously shall have obtained the written consent of the Trustee to the institution of such suit, action or proceeding, and (b) such suit, action or proceeding is brought for the ratable benefit of all Owners subject to the provisions of the Bond Resolution.

However, nothing in the Resolution shall affect or impair the right of any Owner to enforce the payment of any Bond Amount due such Owner.

Registration

The Authority and the Trustee may deem and treat the party in whose name any Bond shall be registered upon the Registration Books on an applicable Record Date as the absolute Owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of any Bond Amount due and payable during the time period such person is the Owner of said Bond, and for all other purposes, and all such payments so made to any such Owner or upon his order shall be valid and effectual to satisfy and discharge the liability with respect to such Bond to the extent of the Bond Amount(s) so paid, and neither the Authority nor the Trustee shall be affected by any notice to the contrary.

Effect of Restated Bond Resolution on Bonds Outstanding on Effective Date

The Resolution as amended and supplemented prior to September 21, 2004 is referred to herein as the "1986 Amended Resolution". The supplemental bond resolution adopted by the Authority on September 21, 2004 is referred to herein as the "Restated Bond Resolution". Except as specifically set forth in the Restated Bond Resolution, nothing contained therein shall modify, supersede or otherwise affect the terms of the Series Resolutions or the terms of the Prior Written Determinations. Further, notwithstanding anything in the Restated Bond Resolution to the contrary, Bonds issued under the 1986 Amended Resolution shall be subject to redemption as provided in the 1986 Amended Resolution, the Series Resolutions and the Prior Written Determinations originally applicable to such Bonds.

However, the Restated Bond Resolution provides that:

1. All funds and accounts established under or pursuant to the Series Resolutions or the Prior Written Determinations shall be governed by the terms of the Restated Bond Resolution and shall not be subject to the terms of the Series Resolutions and the Prior Written Determinations;

2. All references in the Series Resolutions and the Prior Written Determinations to the tax covenant in the 1986 Amended Resolution or to the "Tax Covenant" as defined in the Series Resolutions shall be deemed to refer to the Tax Covenant as set forth in Section 504 of the Restated Bond Resolution;

3. The Debt Service Reserve Fund Requirement specified in each Series Resolution or each Prior Written Determinations shall be \$0; and

4. The Mortgage Loans which are Assets under the Restated Bond Resolution shall be governed by the provisions of the Restated Bond Resolution and shall not be subject to the covenants, requirements, restrictions, limits and other provisions relating thereto in the Series Resolutions and the Prior Written Determinations, except as required to comply with the Tax Covenant in Section 504 of the Restated Bond Resolution.

Notwithstanding the foregoing exceptions, the covenants of the Authority in such Prior Written Determinations to deposit into Taxable Revenue Accounts (as established pursuant to the Series Resolutions) (i) funds in amounts equal to the outstanding principal balances of any Mortgage Loans that are delinquent by four consecutive monthly payments or are restructured by having delinquent payments added to their outstanding principal balances and (ii) proceeds from the purchase by financial institutions of Mortgage Loans in the event of any material breach of any of their representations or warranties to the Authority with respect to such Mortgage Loans shall remain in full force and effect, provided that the Authority may deposit such funds and proceeds in any other fund and account that is to be used for the payment of principal and interest on the Bonds that financed such Mortgage Loans.

Furthermore, notwithstanding the foregoing exceptions, the Authority may, in order to comply with the terms of the Series Resolutions or any of the Prior Written Determinations permitting the special redemption of Bonds issued pursuant thereto from excess Revenues and other moneys in the Revenue Fund, maintain the Revenue Fund established by the 1986 Amended Resolution until such Bonds shall not be Outstanding or until the Authority shall determine that such Bonds shall not thereafter be redeemed by special redemption, whichever is earlier, and during the time that the Revenue Fund is so maintained, the Authority shall comply with the requirements set forth in Section 504(A) of the 1986 Amended Resolution with respect to withdrawals from the Revenue Fund (see "Revenue Fund" under "Summary of Certain Provisions of the Resolutions"). Except for such requirements of Section 504(A) of the 1986 Amended Resolution, the Revenue Fund shall be governed by the terms of the Restated Bond Resolution. Furthermore, during the time that the Revenue Fund is so maintained, the Authority shall maintain the Bond Payment Fund established pursuant to the 1986 Amended Resolution as shall be necessary to comply with such requirements of Section 504(A) of the 1986 Amended Resolution. The Bond Payment Fund shall be governed by the terms of the Restated Bond Resolution. The Authority may maintain each Mortgage Loan Account and Mortgage Loan Purchase Account established pursuant to the Series Resolution or the Prior Written Determinations. Each such Mortgage Loan Account and Mortgage Loan Purchase Account so maintained shall be governed by the terms of the Restated Bond Resolution. The Authority may transfer Assets in the Revenue Fund and in each such Mortgage Loan Account and Mortgage Loan Purchase Account as may be necessary or appropriate to effect any special redemptions in accordance with the terms of the Series Resolutions and the Prior Written Determinations. In lieu of maintaining the foregoing Funds and Accounts, the Authority may establish and comply with such accounting practices and procedures that will ensure that any such special redemptions of Bonds shall be effected in the same or lesser amount and on the same or later date as could have been effected if such Funds and Accounts had been maintained.

LITIGATION

No litigation of any nature as of the date hereof is pending against the Authority or, to the Authority's knowledge, threatened against the Authority (i) to restrain or enjoin the remarketing of any of the Offered Bonds, (ii) to in any material way restrain or enjoin the collection and application of Assets pledged pursuant to the Bond Resolution, (iii) in any way contesting or affecting any authority for the remarketing or validity of the Offered Bonds or the validity of the Bond Resolution or the Notice of Remarketing for the Offered Bonds, (iv) in any material way contesting the existence or powers of the Authority, or (v) in any material way contesting or affecting the Assets pledged for the payment of the Offered Bonds.

LEGAL INVESTMENT

The Act provides, in part, that the Bonds, including the Offered Bonds, are legal investments in which all public officers and public bodies of the Commonwealth and its political subdivisions, all municipalities and municipal subdivisions, all insurance companies and associations, banks, bankers, banking associations, trust companies, savings banks, savings associations, savings and loan associations, building and loan associations, investment companies, administrators, guardians, executors, trustees and other fiduciaries may properly and legally invest funds, including capital, in their control or belonging to them. The Act further provides that the Bonds are also securities which may properly and legally be deposited with and received by all public officers and bodies of the Commonwealth or any agencies or political subdivisions of the Commonwealth and all municipalities and public corporations for any purpose for which the deposit of bonds or other obligations of the Commonwealth is now or may hereafter be authorized by law.

MISCELLANEOUS

The Authority has furnished all information in this Official Statement relating to the Authority. The financial statements of the Authority in Appendix E as of June 30, 2012 and for the year then ended have been examined by KPMG LLP,

independent certified public accountants, to the extent set forth in their report, without further review to the date hereof. KPMG LLP has not been engaged to perform and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. KPMG LLP also has not performed any procedures relating to this Official Statement. Also included in Appendix E are the unaudited financial statements of the Authority as of September 30, 2012, and for the three month period then ended.

Any statements in the Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. 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," "project," "anticipate," "expect," "intend," "believe" and similar expressions are intended to identify forward looking statements. A number of important factors affecting the Authority could cause actual results to differ materially from those stated in the forward looking statements. The Official Statement is not to be construed as a contract or agreement between the Authority and the Owners of the Offered Bonds being offered hereby.

The distribution of this Official Statement has been duly authorized by the Authority.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY

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THE RESOLUTION**ARTICLE I**

DEFINITIONS, DETERMINATIONS, SECURITY AND INTERPRETATION

SECTION 101. Definitions. In the Bond Resolution, unless a different meaning clearly appears from the context, the following definitions shall apply:

“1986 Amended Resolution” means the resolution adopted by the Authority on July 15, 1986, entitled “A Resolution Providing for the Issuance of Commonwealth Mortgage Bonds of the Virginia Housing Development Authority and for the Rights of the Holders Thereof”, as amended and supplemented prior to the effective date of this Restated Bond Resolution.

“Act” means the Virginia Housing Development Authority Act, being Chapter 1.2 of Title 36 of the Code of Virginia of 1950, as heretofore and hereafter amended.

“Asset” means any Mortgage Loan, Authority Property, Investment Obligation, Revenue, and, to the extent subject to the pledge or lien of the Bond Resolution or the 1986 Amended Resolution as of the effective date of this Restated Bond Resolution or thereafter, any cash, Exchange Agreement, Enhancement Agreement or Other Financial Agreement. Funds and investments on deposit in any Payment Account and Defeasance Obligations in any Defeasance Account are not Assets.

“Authority” means the Virginia Housing Development Authority, a political subdivision of the Commonwealth, and its successors and assigns.

“Authority Designations” means the one or more designations given to a Bond or Bonds as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations or such other designations as may be deemed necessary or convenient by an Authorized Officer or by the Trustee with the consent of an Authorized Officer.

“Authority Property” means real property and improvements thereon or an ownership share in a cooperative housing association or a leasehold interest under a lease and any personal property attached to or used in connection with any of the foregoing which, as of the effective date of this Restated Bond Resolution or thereafter, is owned by the Authority and is either financed pursuant to the Bond Resolution or the 1986 Amended Resolution or acquired by the Authority by purchase or foreclosure of a Mortgage Loan or by deed in lieu thereof.

“Authorized Denominations” means the principal or Maturity Amount denominations authorized for a Bond or Bonds as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Authorized Officer” means the Chairman, Vice Chairman, Executive Director, Managing Director of Finance and Administration, Finance Director, General Counsel, any functionally equivalent successor position to any of the aforementioned positions but which bears a different title, or any other person authorized by resolution of the Authority to act as an Authorized Officer hereunder.

“Bond” or “Bonds” means any bond or bonds, as the case may be, authorized and issued pursuant to the Bond Resolution or the 1986 Amended Resolution.

“Bond Amount” means the one or more payments of principal and interest, including any Compounded Amount, Purchase Price, Redemption Price or Sinking Fund Installment, if applicable, due and payable from time to time with respect to a Bond from its date of issuance to its maturity, tender or redemption date, or any payment required to be made by the Authority pursuant to an Exchange Agreement, Enhancement Agreement or Other Financial Agreement to the extent such payment thereunder is payable from Assets.

“Bond Limitations Resolution” means a resolution adopted by the Authority setting forth the limitations required by Section 201(B) and such other limitations and matters as may be deemed appropriate by the Authority.

“Bond Obligation” means, as of a specific date of calculation, the aggregate of (1) all interest due or accrued on Outstanding Bonds, (2) all unpaid principal on Outstanding Bonds, (3) the amount of the payment, if any, the Authority would be obligated to make on any Exchange Agreement payable from Assets if such Exchange Agreement were terminated on such date of calculation, and (4) all amounts owed by the Authority with respect to any Enhancement Agreement or Other Financial Agreement payable from Assets.

“Bond Resolution” means the 1986 Amended Resolution, as amended, supplemented and restated by this Restated Bond Resolution and as the same may from time to time be amended, modified or supplemented by one or more Supplemental Bond Resolutions, Bond Limitations Resolutions or Written Determinations.

“Business Day” means any day other than a Saturday, Sunday or legal holiday on which banking institutions in the Commonwealth, or the state in which Principal Office of the Trustee is located, are authorized to remain closed and other than any day on which the New York Stock Exchange or a security depository with respect to a Bond is closed.

“Capital Appreciation Bond” means a Bond the interest on which is payable only at maturity or prior redemption as a component of its Compounded Amount.

“Chairman” means the Chairman of the Authority.

“Code” means the Internal Revenue Code of 1986, as amended, and any successor code, including the applicable temporary, proposed and permanent regulations, revenue rulings and revenue procedures.

“Commonwealth” means the Commonwealth of Virginia.

“Compounded Amount” means, with respect to a Capital Appreciation Bond, a Delayed Interest Bond or any other Bond so determined in or pursuant to the applicable Written Determinations or Prior Written Determinations, the sum of principal and accrued interest with respect to such Bond, as of any date, as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Counsel” means any attorney or firm of attorneys (including, without limitation, the General Counsel) designated by the Authority to render any Counsel’s Opinion.

“Counsel’s Opinion” means an opinion signed by Counsel.

“Current Interest Paying Bond” means a Bond on which interest is not compounded and which is payable at the interest rate or rates and on the dates set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Dated Date” means the date on which a Bond initially begins to accrue interest as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Defeasance Obligation” means cash, any direct obligation of the United States of America, any direct federal agency obligation the timely payment of the principal of and the interest on which are fully and unconditionally guaranteed by the United States of America, and any Certificates of Accrual on Treasury Securities or Treasury Investors Growth Receipts; provided, however, that the foregoing are not subject to redemption, call or prepayment, in whole or in part, prior to their respective maturity dates.

“Defeasance Account” means a trust account or other financial arrangement whereby the Trustee holds Defeasance Obligations in trust for the payment of all Bond Amounts due and payable or to become due and payable at maturity or upon earlier redemption with respect to one or more Bonds and all fees and expenses of the Trustee with respect to the administration of such trust account or other financial arrangement.

“Delayed Interest Bond” means a Bond the interest on which accrues and compounds, from its Dated Date and at an interest rate and compounding interval specified in or determined pursuant to the applicable Written Determinations or Prior Written Determinations, to a date specified in such applicable Written Determinations or Prior Written Determinations on which date such Bond shall reach its full Compounded Amount, and with respect to which, from and after such date, interest on such Bond is to be payable on such Compounded Amount on the dates and at the interest rate specified in or determined pursuant to such applicable Written Determinations or Prior Written Determinations.

“Derivative Product” means any instrument of finance entered into by the Authority, the value of which is derived from or based upon any underlying Bond.

“DTC” means The Depository Trust Company.

“Enhancement Agreement” means an agreement with one or more third parties which sets forth the terms and conditions upon which such third party or parties will provide for the payment of all or a portion of one or more Bond Amounts with respect to a Bond or a payment to the Authority. The obligations of and any receipts by the Authority with respect to such Enhancement Agreement shall or shall not, as and to the extent set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations or an Officer’s Certificate, be payable from Assets or constitute an Asset, as applicable.

“Event of Default” means any of the events set forth in Section 902.

“Exchange Agreement” means an agreement with one or more third parties which sets forth the terms and conditions upon which such third party or parties and the Authority will exchange or make payments to the other party or parties. The obligations of and any receipts by the Authority with respect to such Exchange Agreement shall or shall not, as and to the extent set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations or an Officer’s Certificate, be payable from Assets or constitute an Asset, as applicable.

“Executive Director” means the Executive Director of the Authority.

“Expense” means any expenditure payable or reimbursable by the Authority which is directly or indirectly related to the authorization, sale, delivery, issuance, remarketing, enhancement, monitoring, purchase, redemption or trusteeship of any Bond or Asset.

“External Trustee” means a Trustee other than the Authority.

“Federal Funds Rate” means the interest rate on any given date charged by banks with excess bank reserves on deposit at a Federal Reserve Bank to other banks needing overnight loans to meet bank reserve requirements.

“Finance Director” means the Finance Director of the Authority.

“Fiscal Year” means the period of twelve calendar months ending with June 30 of any year, unless some other time period is otherwise designated in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“General Counsel” means the General Counsel of the Authority.

“Interest Payment Date” shall mean any date, as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations, on which interest is due and payable with respect to a Bond.

“Investment Obligation” means any of the following acquired or pledged, as of the effective date of this Restated Bond Resolution or thereafter, pursuant to the Bond Resolution or the 1986 Amended Resolution or pursuant to an Officer's Certificate, except to the extent limited by any amendments to the Act:

(A) direct general obligations of the United States of America;

(B) direct obligations of any state of the United States of America or any political subdivision thereof or the District of Columbia bearing a Rating;

(C) obligations the payment of the principal of and interest on which are unconditionally guaranteed by the United States of America;

(D) obligations which bear a Rating and the payment of the principal of and interest on which are unconditionally guaranteed by any state of the United States of America or any political subdivision thereof or the District of Columbia;

(E) bonds, debentures, participation certificates or notes or other obligations (including asset backed securities) issued by any one or any combination of the following: Federal Financing Corporation, Federal Farm Credit Banks (Bank for Cooperatives and Federal Intermediate Credit Banks), Federal Home Loan Bank System, Federal National Mortgage Association, World Bank, Export-Import Bank of the United States, Student Loan Marketing Association, Farmer's Home Administration, Federal Home Loan Mortgage Corporation, Government National Mortgage Association, Inter-American Development Bank, International Bank for Reconstruction and Development, Small Business Administration, Washington Metropolitan Area Transit Authority, Resolution Funding Corporation, Tennessee Valley Authority, or any other agency or corporation which has been or may hereafter be created by or pursuant to an Act of the Congress of the United States as an agency or instrumentality thereof the bonds, debentures, participation certificates or notes or other obligations (including asset backed securities) of which are unconditionally guaranteed by the United States of America or bear a Rating;

(F) certificates of deposit, banker's acceptances, investment contracts, and any interest-bearing time deposits which are issued by any member bank or banks of the Federal Reserve System or banks the deposits of which are insured by the Federal Deposit Insurance Corporation;

(G) Eurodollar time deposits and Eurodollar certificates of deposit the issuers of which have obligations which, at the time of acquisition of such deposits or certificates, bear a Rating;

(H) obligations, including investment contracts, of corporations which have obligations which, at the time of acquisition of such obligations including investment contracts, bear a Rating;

(I) any other investments which, at the time of acquisition thereof, bear a Rating and are legal investments for fiduciaries or for public funds of the Authority, the Commonwealth and/or its political subdivisions;

(J) repurchase agreements with respect to any of the other Investment Obligations; and

(K) any other investment (debt or equity), investment agreement, Exchange Agreement, Other Financial Agreement, swap contract, futures contract, forward contract or other obligation which, in the determination of an Authorized Officer, is a suitable investment hereunder, in light of the amount and timing of Bond Obligation payments, the amount of Assets, and the availability of monies to pay Bond Obligations as they become due, at the time of acquisition thereof.

“Managing Director of Finance and Administration” means the Managing Director of Finance and Administration of the Authority.

“Maturity Amount” means the Compounded Amount due and payable at maturity of a Capital Appreciation Bond, Delayed Interest Bond or any other similar type of Bond as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Mortgage” means a mortgage deed, deed of trust, or other security instrument which secures a Mortgage Loan and which shall constitute a lien on real property and improvements thereon or on an ownership share in a cooperative housing association or on a leasehold interest under a lease and may also constitute a lien on or security interest in any personal property attached to or used in connection with any of the foregoing.

“Mortgage Loan” means each of the following financed or pledged, as of the effective date of this Restated Bond Resolution or thereafter, pursuant to the Bond Resolution or the 1986 Amended Resolution and the Act or pursuant to an Officer’s Certificate: (1) a loan evidenced by a financial instrument or obligation secured by a Mortgage for financing the acquisition, construction, rehabilitation and/or ownership of single family residential housing as authorized by the Act, (2) an obligation, certificate or instrument for which such a loan secured by a Mortgage is the security or the source of payment, or (3) a participation or other ownership interest in either a loan described in (1) or an obligation, certificate or instrument described in (2) with another party or parties or with another source of funds of the Authority not pledged hereunder.

“Mortgagor” means the obligor or obligors on a Mortgage Loan.

“Officer’s Certificate” means a certificate signed by an Authorized Officer.

“Official Statement” means one or more offering or reoffering documents prepared by the Authority which set forth the terms and conditions of the Bonds being offered or reoffered thereby and matters material thereto. Any reference in the Bond Resolution to “Offering Circular” shall be deemed to refer to such Official Statement.

“Other Financial Agreement” means any type of agreement or arrangement not otherwise referred to herein that is provided for in a Written Determinations or Prior Written Determinations. The obligations of and any receipts by the Authority with respect to such Other Financial Agreement shall or shall not, as and to the extent set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations or an Officer’s Certificate, be payable from Assets or constitute an Asset, as applicable.

“Outstanding” means, when used with reference to Bonds and as of any particular date, all Bonds theretofore and thereupon being issued except (1) any Bond for which funds for the payment of all Bond Amounts due and payable or to become due and payable with respect to such Bond have been paid to the Owner thereof or are held in a Defeasance Account or Payment Account, and (2) any Bond in lieu of or in substitution for which another Bond or Bonds shall have been delivered. If an Officer’s Certificate shall have been delivered in accordance with Section 304 with respect to a Bond that the Authority is the Owner thereof, such Bond does not cease to be Outstanding.

“Owner” means the party set forth in the Registration Books as the owner of a Bond or any other party due a Bond Amount.

“Payment Account” means any trust account or other financial arrangement with the Trustee in which payments made by the Authority to the Trustee with respect to Bond Amounts then due and payable are held in trust by the Trustee pending disbursement to the Owners thereof.

“Principal Payment Date” shall mean any date, as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations, on which principal or Compounded Amount is due and payable with respect to a Bond.

“Principal Office” means the office so designated by the Trustee as its office for administering its duties with respect to the Bond Resolution.

“Prior Written Determinations” means any written determinations that, as of the effective date of this Restated Bond Resolution, have been made pursuant to any Series Resolution with respect to Bonds that are Outstanding on such effective date.

“Program” means the Authority’s program of making or purchasing Mortgage Loans and financing Authority Property pursuant to the Bond Resolution.

“Purchase Contract” means any agreement, contract or other document or documents (including notices of sale and/or remarketing and the related bid form(s)) executed or accepted by the Authority which provides for the sale of Bonds, either at initial issuance or upon subsequent remarketing thereof.

“Purchase Price” means the purchase price, including accrued interest, of a Bond on a Tender Date as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Rating” means an investment grade rating assigned by a nationally recognized rating agency to an Investment Obligation or, if such Investment Obligation is not rated, an investment grade rating assigned to the obligor or guarantor of such Investment Obligation.

“Record Date” means the date or dates as determined pursuant to Section 1104.

“Redemption Price” means the principal or Compounded Amount of a Bond or portion thereof to be redeemed plus the applicable redemption premium, if any, payable upon redemption thereof.

“Registration Books” means the records of the Trustee and the Authority which set forth the Owner of any Bond or any other party due a Bond Amount and such other information as is usual and customary in the securities industry or as specifically directed by the Authority.

“Restated Bond Resolution” means this resolution adopted by the Authority on September 21, 2004, amending and restating the 1986 Amended Resolution.

“Revenues” means all net proceeds from the sale or other disposition of any Bond or Asset, payments of principal of and interest on Mortgage Loans (including any moneys received by the Authority and applied to such principal and interest) and Investment Obligations, fees and penalties charged or assessed by the Authority with respect to a Mortgage Loan (excluding processing, financing, prepayment or other similar fees), income received by the Authority as owner of Authority Property (excluding such income to be applied to the payment of operating expenses or to be deposited into reserve or escrow funds for such Authority Property), and payments received with respect to an Enhancement Agreement, Exchange Agreement or Other Financial Agreement payable from Assets.

“Revenue Test” means that prior to effecting any proposed action subject to this Revenue Test, an Authorized Officer shall, based on such assumptions as such Officer shall deem reasonable (but without taking into account any future issuances of Bonds and any Assets derived therefrom, or any future execution of an Exchange Agreements, Enhancement Agreements or Other Financial Agreements payable from Assets), determine that, subsequent to the effecting of such action, the anticipated Revenues (including Revenues anticipated to be derived from any acquisition, sale, transfer, exchange, withdrawal or other application or prepayment of any Asset and taking into account any default in the payment of Revenues which such Authorized Officer reasonably expects) to be derived from all Assets which are to remain or anticipated to become subject to the lien or pledge of the Bond Resolution shall be at least sufficient to pay all Bond Amounts as such Bond Amounts are or are anticipated to become due and payable (by purchase, redemption, or otherwise).

“Serial Bonds” means the Bonds as so designated in or pursuant to the applicable Written Determinations or Prior Written Determinations.

“Series Resolution” means any series resolution (including any amendments thereto) which, as of the effective date of this Restated Bond Resolution, have been adopted pursuant to the 1986 Amended Resolution and pursuant to which Bonds are Outstanding as of the effective date of this Restated Bond Resolution.

“Sinking Fund Installment” means the amount of principal or Compounded Amount of any particular Term Bonds to be redeemed or retired prior to the maturity date of such Term Bonds all as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Supplemental Bond Resolution” means any resolution of the Authority amending or supplementing the Bond Resolution adopted and becoming effective in accordance with the terms of Article VII on or after the effective date of this Restated Bond Resolution.

“Tax Covenant” means the covenant set forth in Section 504.

“Term Bonds” means the Bonds as so designated in or pursuant to the applicable Written Determinations or Prior Written Determinations.

“Tender Date” means any date on which a Bond is subject to tender to the Trustee or the Authority or any other party serving as tender agent for purchase as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

“Tender Option Agreement” means an agreement under which any party offers a tender option on any Bonds.

“Trustee” means the trustee appointed by or pursuant to Article X.

“Vice Chairman” means the Vice Chairman of the Authority.

“Written Determinations” means one or more determinations made in writing by an Authorized Officer which sets forth those terms and conditions authorized by the Bond Resolution to be contained therein and such other terms and conditions as an Authorized Officer may deem appropriate and as shall not be inconsistent with the Bond Resolution and the applicable Bond Limitations Resolution. Any such Written Determinations may be amended by an Authorized Officer from time to time prior to the issuance of Bonds designated therein and may thereafter be amended as provided in Articles VII and VIII of the Bond Resolution. Any Written Determinations shall be subject to the conditions and limitations set forth in or determined pursuant to the applicable Bond Limitations Resolution. Articles and Sections mentioned by number only are the respective Articles and Sections of the Bond Resolution so numbered.

The words “herein”, “hereunder”, “hereby”, “hereto”, “hereof”, and any similar terms, refer to this Restated Bond Resolution; the term “heretofore” means before the date of adoption of this Restated Bond Resolution; and the term “hereafter” means after the date of adoption of this Restated Bond Resolution.

Words importing the masculine gender include the feminine and neuter genders.

Words importing persons include firms, associations and corporations.

Words importing the singular number include the plural number, and vice versa.

SECTION 102. Headings. Any headings, captions, or titles preceding the text of any Article or Section herein and the table of contents with respect to this Restated Bond Resolution are solely for convenience of reference and shall not constitute part of the Bond Resolution or affect its meaning, construction or effect.

SECTION 103. Bond Resolution to Constitute Contract. The Bond Resolution shall constitute a contract between the Authority, the Trustee and the Owners. The pledge made in the Bond Resolution and the provisions, covenants and agreements set forth in the Bond Resolution to be performed by or on behalf of the Authority shall be for the benefit, protection and security of the Owners. All of the Bonds and any Exchange Agreement, Enhancement Agreement or Other Financial Agreement payable from Assets, regardless of the time or times of their issuance, execution, or maturity, shall be of equal rank without preference, priority or distinction, except as otherwise expressly provided in or determined pursuant to a Supplemental Bond Resolution in accordance with Section 701 (8).

SECTION 104. General Obligation. The obligation of the Authority with respect to the payment of any Bond Amount shall be a general obligation of the Authority payable out of any of the Authority’s revenues, moneys or assets, subject only to agreements heretofore or hereafter made with owners of Authority obligations other than the Owners pledging particular revenues, moneys or assets for the payment thereof or except as otherwise expressly provided in or determined pursuant to a Supplemental Bond Resolution in accordance with Section 701 (8).

SECTION 105. Pledge of Assets. Subject only to the right of the Authority to withdraw, transfer, sell, exchange or otherwise apply Assets in accordance with the provisions of the Bond Resolution, a pledge of Assets is hereby made to secure the payment of the Authority’s obligations with respect to the Bond Resolution, including any and all Bond Amounts, except as otherwise expressly provided in or determined pursuant to a Supplemental Bond Resolution in accordance with Section 701 (8). A pledge of funds and investments in any Payment Account and Defeasance Obligations in any Defeasance Account is hereby made to secure the payment of the Authority’s obligations (including any and all Bond Amounts) on the Bonds, any Enhancement Agreement, any Exchange Agreement and any Other Financial Agreement with respect to which such funds and investments and Defeasance Obligations are so deposited.

SECTION 106. Assets Held in Trust. Subject only to the right of the Authority to withdraw, transfer, sell, exchange or otherwise apply Assets in accordance with the provisions of the Bond Resolution, the Assets, regardless of their location or method of identification, are and shall be hereby held in trust for the purposes and under the terms and conditions of the Bond Resolution.

SECTION 107. Authorization. Each Authorized Officer is hereby authorized to prepare, distribute, execute and/or accept, and deliver on behalf of the Authority, and the Trustee is hereby authorized to execute and accept when applicable, such Purchase Contracts, Tender Option Agreements, Enhancement Agreements, Exchange Agreements, Other Financial Agreements and such other agreements, instruments, documents and certificates, and to do and perform such other acts, as may be deemed necessary or appropriate by such Authorized Officer to effect the sale, delivery, issuance, tender, remarketing, registration, transfer, exchange, purchase or redemption of any Bond or any Derivative Product or other instrument or agreement related thereto, and the acquisition, sale, transfer, exchange, withdrawal or other application of Assets, and to otherwise carry out the transactions authorized or contemplated by the Bond Resolution. The authorization set forth above with respect to any Exchange Agreement, any Derivative Product or any Other Financial Agreement not otherwise authorized by a Bond Limitations Resolution is conditioned upon the delivery, prior to any execution and delivery of any agreement related thereto, of an Officer’s Certificate which states that the form and substance of such Exchange Agreement, Derivative Product or Other Financial Agreement has been discussed at a meeting of the Authority’s Board of Commissioners at which a quorum of Commissioners were present.

SECTION 108. Series Resolutions and Written Determinations. Except as set forth below, nothing contained herein shall modify, supersede or otherwise affect the terms of the Series Resolutions or the terms of the Prior Written Determinations.

The terms of the Series Resolutions and the Prior Written Determinations are hereby ratified and confirmed, are incorporated into this Restated Bond Resolution as though fully set forth herein, and shall remain in full force and effect, except as follows:

1. All funds and accounts established under or pursuant to the Series Resolutions or the Prior Written Determinations shall be governed by the terms of the Bond Resolution and shall not be subject to the terms of the Series Resolutions and the Prior Written Determinations;

2. All references in the Series Resolutions and the Prior Written Determinations to the covenant in the first sentence of Section 604 of the 1986 Amended Resolution or to the "Tax Covenant" as defined in the Series Resolutions shall be deemed to refer to the Tax Covenant as set forth in Section 504 of this Restated Bond Resolution;

3. The Debt Service Reserve Fund Requirement specified in each Series Resolution or each Prior Written Determinations shall be \$0; and

4. The Mortgage Loans which are Assets hereunder shall be governed by the provisions of the Bond Resolution and shall not be subject to the covenants, requirements, restrictions, limits and other provisions relating thereto in the Series Resolutions and the Prior Written Determinations, except as required to comply with the Tax Covenant in Section 504 of this Restated Bond Resolution.

Notwithstanding the foregoing exceptions, the covenants of the Authority in such Prior Written Determinations to deposit into Taxable Revenue Accounts (as established pursuant to the Series Resolutions) (i) funds in amounts equal to the outstanding principal balances of any Mortgage Loans that are delinquent by four consecutive monthly payments or are restructured by having delinquent payments added to their outstanding principal balances and (ii) proceeds from the purchase by financial institutions of Mortgage Loans in the event of any material breach of any of their representations or warranties to the Authority with respect to such Mortgage Loans shall remain in full force and effect, provided that the Authority may deposit such funds and proceeds in any other fund and account that is to be used for the payment of principal and interest on the Bonds that financed such Mortgage Loans.

Furthermore, notwithstanding the foregoing exceptions, the Authority may, in order to comply with the terms of the Series Resolutions or any of the Prior Written Determinations permitting the special redemption of Bonds issued pursuant thereto from excess Revenues and other moneys in the Revenue Fund, maintain the Revenue Fund established by the 1986 Amended Resolution until such Bonds shall not be Outstanding or until the Authority shall determine that such Bonds shall not thereafter be redeemed by special redemption, whichever is earlier, and during the time that the Revenue Fund is so maintained, the Authority shall comply with the requirements set forth in Section 504(A) of the 1986 Amended Resolution. Except for the requirements of Section 504(A) of the 1986 Amended Resolution, the Revenue Fund shall be governed by the terms of the Bond Resolution. Furthermore, during the time that the Revenue Fund is so maintained, the Authority shall maintain the Bond Payment Fund established pursuant to the 1986 Amended Resolution as shall be necessary to comply with the requirements of Section 504(A) of the 1986 Amended Resolution. The Bond Payment Fund shall be governed by the terms of the Bond Resolution. The Authority may maintain each Mortgage Loan Account and Mortgage Loan Purchase Account established pursuant to the Series Resolution or the Prior Written Determinations. Each such Mortgage Loan Account and Mortgage Loan Purchase Account so maintained shall be governed by the terms of the Bond Resolution. The Authority may transfer Assets in the Revenue Fund and in each such Mortgage Loan Account and Mortgage Loan Purchase Account as may be necessary or appropriate to effect any special redemptions in accordance with the terms of the Series Resolutions and the Prior Written Determinations. In lieu of maintaining the foregoing Funds and Accounts, the Authority may establish and comply with such accounting practices and procedures that will ensure that any such special redemptions of Bonds shall be effected in the same or lesser amount and on the same or later date as could have been effected if such Funds and Accounts had been maintained.

SECTION 109. Parties Interested Herein. Nothing in the Bond Resolution expressed or implied is intended or shall be construed to confer upon, or to give to, any person or party, other than the Authority, the Trustee and the Owners, any right, remedy or claim under or by reason of the Bond Resolution or any covenant, stipulation, obligation, agreement or condition therein. All the covenants, stipulations, obligations, promises and agreements in the Bond Resolution contained by and on behalf of the Authority, shall be for the sole and exclusive benefit of the Authority, the Trustee and the Owners.

SECTION 110. Law Applicable. The laws of the Commonwealth shall be applicable to the interpretation and construction of the Bond Resolution, except to the extent that the laws of another jurisdiction are determined in or pursuant to the applicable Written Determinations or Prior Written Determinations to be applicable.

SECTION 111. Severability of Invalid Provision. If any one or more of the provisions, covenants or agreements in the Bond Resolution should be contrary to law, then such provision or provisions, covenant or covenants, agreement or agreements, shall be deemed separable from the remaining provisions, covenants and agreements, and shall in no way affect the validity of the other provisions of the Bond Resolution.

ARTICLE II

BONDS

SECTION 201. Authorization. (A) Bonds are hereby authorized to be issued from time to time by the Authority in such amounts and upon such terms and conditions as shall be set forth in or determined pursuant to the Written Determinations approved by an Authorized Officer pursuant to Section 301. Bonds so issued shall comply with the limitations prescribed in the applicable Bond Limitations Resolution.

(B) Each Bond Limitations Resolution shall specify, or set forth the manner for determining, the following limitations with respect to Bonds issued pursuant thereto:

- (1) The maximum principal amount of Bonds to be issued or to be Outstanding subject to such Bond Limitations Resolution;
- (2) The latest date by which the Authority may enter into the one or more Purchase Contracts providing for the sale of Bonds;
- (3) The minimum purchase price for the Bonds upon the issuance thereof; and
- (4) Any such other matters as the Authority deems appropriate.

SECTION 202. Issuance and Delivery. Subject to the limitations in the applicable Bond Limitations Resolution, Bonds may be delivered, against payment therefor, to the purchaser(s) and/or underwriter(s) thereof in the principal amounts or Maturity Amounts thereof on the date(s) and at the time(s), all as set forth in or determined pursuant to the applicable Written Determinations and upon compliance by the Authority with the requirements of the Bond Resolution.

ARTICLE III

TERMS AND PROVISIONS OF BONDS

SECTION 301. Terms. (A) Subject to the limitations set forth in or determined pursuant to the applicable Bond Limitations Resolution, the terms and conditions of the Bonds issued pursuant hereto shall be set forth in or determined pursuant to the applicable Written Determinations. The Written Determinations for any Bonds shall specify the Bond Limitations Resolution which is applicable to such Bonds and shall include, in addition to other matters, all matters applicable to such Bonds which are required or specified by the Bond Resolution or the Bond Limitations Resolution to be included therein. Subject to the provisions of Section 202, the Bonds shall be sold to such purchaser(s) and/or underwriter(s) and at such prices(s) as shall be set forth in or determined pursuant to the applicable Written Determinations and on such other terms and conditions as shall be set forth in or determined pursuant to the applicable Purchase Contract.

(B) Such Written Determinations or other agreement executed by the Authority may include or provide for, without limitation, any such provisions governing or relating to the use and/or investment of assets of the Authority other than Assets as may be deemed by an Authorized Officer to be necessary or appropriate in order to obtain, provide or assure a source of funds for the payment of any Bond Amount.

SECTION 302. Medium of Payment, Form and Execution. (A) Each Bond Amount shall be payable to the Owner thereof by check, draft, electronic funds transfer or other means determined by an Authorized Officer (which payment methodology can vary depending upon the amount of the Bond Amount, the Owner of such Bond Amount and the usual and customary practices in the securities industry as determined by an Authorized Officer) in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, unless otherwise set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

(B) The Bonds shall be issued in the form of fully registered Bonds or such other form as may be set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations. In the event that the Bonds are not issued in the form of fully registered Bonds and notwithstanding any inconsistency with the provisions of Section 302 (E) and Sections 303 and 304, such Bonds shall be registered, issued, exchanged, transferred, redeemed, replaced, surrendered and cancelled in such manner as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

(C) All or any portion of the Bonds may be owned through the facilities of one or more security depositories as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations. Notwithstanding any inconsistency with the provisions of Section 302 (E) and Sections 303 and 304, the Authority and the Trustee are each hereby authorized to execute and deliver any agreement, to conform to any operational procedure, or to take such other action which may be necessary or convenient to make the Bonds eligible for ownership through such security depositories. Furthermore and notwithstanding anything in Section 605 to the contrary, if any Bonds to be redeemed are then available only through the facilities of a security depository, any notice of redemption to the Owners thereof shall be given at such time prior to the date of redemption as shall be set forth in or determined pursuant to the applicable Written Determinations or Prior Written

Determinations and in the manner and containing such information as shall be required by such security depository in order to effect the redemption on the designated date.

(D) Unless otherwise set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations, the Bonds shall bear the title "Commonwealth Mortgage Bonds" and may bear such additional Authority Designations as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations or as may be deemed necessary or convenient by an Authorized Officer or by the Trustee with the consent of the Authority.

(E) The Bonds shall be in such form as shall be determined by an Authorized Officer to be appropriate to describe or reference the terms thereof and to comply with the Act. Unless otherwise set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations, each Bond shall be issued by the Authority without any manual or facsimile signature of an Authorized Officer but shall be authenticated by the Trustee. Only Bonds bearing a certificate of authentication duly executed by the Trustee shall be entitled to any security, right or benefit pursuant to the Bond Resolution.

SECTION 303. Registration. (A) So long as any Bond Amount with respect to a Bond remains payable or is to become payable, the Trustee shall maintain the Registration Books, shall permit the exchange and transfer of ownership of Bonds pursuant to the terms of the Bond Resolution and such other reasonable regulations as it may prescribe without objection thereto by the Authority, and shall make all necessary provisions to permit the exchange and transfer of Bonds at the Principal Office of the Trustee.

(B) The Authority and the Trustee may deem and treat the party in whose name any Bond shall be registered upon the Registration Books on an applicable Record Date as the absolute Owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of any Bond Amount due and payable during the time period such person is the Owner of said Bond, and for all other purposes, and all such payments so made to any such Owner or upon his order shall be valid and effectual to satisfy and discharge the liability with respect to such Bond to the extent of the Bond Amount(s) so paid, and neither the Authority nor the Trustee shall be affected by any notice to the contrary. The Authority agrees, to the extent permitted by law, to indemnify and save the Trustee harmless from and against any and all loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence hereunder, in so treating such Owner.

SECTION 304. Exchange, Transfer, Surrender and Cancellation. (A) Each Bond shall be negotiable as provided in the Act, and shall be exchangeable and transferable only upon the Registration Books upon (1) surrender thereof to the Trustee at the Principal Office, together with a written instrument of exchange or transfer satisfactory to the Trustee, or (2) the satisfaction of such other conditions as may be established by the Trustee (without objection thereto by the Authority) or as may be set forth in or determined pursuant to the Bond Resolution. For any such exchange or transfer of any such Bond, the Trustee shall issue in the name of the exchangee or transferee a new Bond or Bonds of the same aggregate principal or Maturity Amount, Authority Designations, terms (e.g. interest rate) and maturity as the surrendered Bond and shall execute and deliver such Bond or Bonds in accordance with the provisions of the Bond Resolution. For every such exchange or transfer of Bonds, the Authority 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 such exchange or transfer.

(B) In case any Bond shall become mutilated or be destroyed, stolen or lost, the Trustee shall deliver a new Bond of like Authority Designations, terms (e.g. interest rate), maturity, and principal or Maturity Amount as the Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond upon (1) surrender thereof to the Trustee at the Principal Office, or (2) the satisfaction of such other conditions as may be established by the Trustee (without objection thereto by the Authority) or as may be set forth in or determined pursuant to the Bond Resolution, or in lieu of and in substitution for the Bond destroyed, stolen or lost, upon filing with the Trustee evidence satisfactory to it and complying with such other reasonable requirements as the Trustee may prescribe (without objection thereto by the Authority) and paying such expenses as the Trustee and the Authority may incur in connection therewith.

(C) The Trustee may, and at the direction of the Authority shall, require the surrender of any Bond upon its maturity or redemption as a condition to the payment of the principal or Maturity Amount or any portion thereof.

(D) If less than all of a Bond is to be redeemed, the Trustee shall deliver, upon (1) surrender thereof to the Trustee at the Principal Office or (2) the satisfaction of such other conditions as may be established by the Trustee (without objection thereto by the Authority) or as may be set forth in or determined pursuant to the Bond Resolution, Bonds of similar Authority Designations, terms (e.g. interest rate) and maturity in any of the Authorized Denominations for the portion of the principal or Maturity Amount of the Bond so surrendered which is not to be so redeemed.

(E) Any Bond surrendered to the Trustee pursuant to this Section shall be immediately cancelled by the Trustee. Any Bond surrendered to the Trustee for which all Bond Amounts with respect thereto shall have become due and payable (by maturity, redemption, tender or otherwise) and for which the Authority shall have met all of its obligations under the Bond Resolution with respect to the payment thereof shall be immediately cancelled by the Trustee. Any Bond purchased by the Authority shall be immediately cancelled, unless the Authority shall deliver an Officer's Certificate to the Trustee stating the Authority's intent that any Bond so purchased by the Trustee shall remain Outstanding subject to any such terms and conditions as may be set forth in such Officer's Certificate.

ARTICLE IV

APPLICATION OF ASSETS

SECTION 401. Payment of Bond Amounts. (A) On any day on which a Bond Amount is due and payable (or, if such day is not a Business Day, the next Business Day thereafter), the Authority shall pay such Bond Amount from Assets or other funds of the Authority to either, at the Authority's option, the Trustee or to the Owner of such Bond Amount. No such payment shall be made unless the Authority shall pay, in full, all Bond Amounts due and payable on such day. Any such payment to the Trustee shall be in the form of cash or Investment Obligation which is a cash equivalent, and any such payment to the Owner shall be made in accordance with Section 302 (A). In the case of a payment to the Trustee, the Trustee shall make payment of such Bond Amount to the Owner thereof in accordance with Section 302 (A). Any such payment to the Trustee shall, pending disbursement thereof to the Owner thereof, be deposited into a Payment Account.

(B) Funds and investments on deposit in any Payment Account shall not be Assets and shall be unavailable for payment to Owners other than the Owners of the Bond Amounts with respect to which such funds and investments were deposited by the Authority or the Trustee in such Payment Account, and the Owners of any such Bond Amounts shall no longer have a lien on or the benefit of a pledge of the Assets with respect to such Bond Amounts but shall have a lien on, and the benefit of the pledge of, the funds and investments in such Payment Account and shall look only to such funds and investments for payment.

(C) No funds and investments shall be withdrawn from any Payment Account other than to pay the applicable Bond Amounts. If funds and investments remain in a Payment Account subsequent to the payment of all the applicable Bond Amounts, such funds and investments shall be transferred to the Authority free of any lien or pledge of the Bond Resolution.

SECTION 402. Withdrawals and Transfers. (A) On any date, the Authority may either directly or by direction to the Trustee (1) apply Assets to make, purchase, finance or refinance Mortgage Loans, to acquire, rehabilitate, construct, finance or refinance Authority Property, to purchase Investment Obligations and make any required payments associated therewith, to make payments pursuant to any agreement associated, related or entered into with respect to the Bonds, to make payments to any party to comply with the covenant in Section 504, to purchase any Bond, to pay any Expense, or to make any other withdrawal, transfer, sale, exchange or other application of Assets required, permitted or contemplated by the Bond Resolution, or (2) subject to satisfaction of the Revenue Test, transfer all or any portion of any Asset to the Authority.

(B) Notwithstanding anything to the contrary herein, to the extent that pursuant to an Officer's Certificate the Authority pledges any funds which are not then subject to the pledge in Section 105 hereof and which are expected to be thereafter used to finance Mortgage Loans until the issuance of Bonds therefor, an amount of Assets equivalent to such funds, plus a reasonable charge for interest on such funds if and as determined by an Authorized Officer, may be subsequently withdrawn and transferred to the Authority without regard to the satisfaction of the Revenue Test.

(C) Assets transferred to the Authority pursuant to Subsections (A) (2) and (B) of this Section shall not thereafter be subject to the lien or pledge created by the Bond Resolution.

SECTION 403. Sales and Exchanges. The Authority shall be authorized to sell or exchange any Asset to or with any party (including the Authority) at a price and/or for other assets equal to such Asset's fair market value, or subject to satisfaction of the Revenue Test, at any price and/or for any assets. For purposes of the Bond Resolution, a sale to or exchange with the Authority includes any transaction in which cash or assets of the Authority not included in the Assets are used to pay the sales price of or are exchanged for the Assets.

SECTION 404. Modifications and Amendments. The Authority may modify or amend, in any manner it deems appropriate in its sole judgment, the terms and conditions of any Asset, subject to satisfaction of the Revenue Test or subject to the determination of an Authorized Officer that such modification or amendment is either (1) not materially adverse to the payment of any Bond Amount, or (2) in the best interests of the Owners.

ARTICLE V

COVENANTS AND RIGHTS OF THE AUTHORITY

SECTION 501. General. The Authority hereby makes the covenants set forth in this Article with the Trustee and with the Owners. The provisions of this Article shall be effective if any Bond Amount is due and payable or is to become due and payable.

SECTION 502. Powers as to Bonds; Protection of any Liens and Pledges. The Authority is duly authorized pursuant to law to adopt the Bond Resolution, to make or create the liens and pledges established by the Bond Resolution, and to authorize and issue the Bonds. The Bonds and the provisions of the Bond Resolution are and will be valid and legal obligations of the Authority and enforceable in accordance with their terms. The Authority shall at all times, to the extent permitted by law, defend, preserve and protect any lien and any pledge made or created pursuant to the Bond Resolution and all the rights of the Owners against all claims and demands of all persons whomsoever.

SECTION 503. Compliance with Conditions Precedent. Upon the issuance of any Bond, all conditions, acts and things required by law or by the Bond Resolution to exist, to have happened or to have been performed precedent to or upon the issuance of such Bond shall exist, have happened and have been performed.

SECTION 504. Tax Covenant. Notwithstanding any provision herein to the contrary (including any restriction imposed by the Revenue Test), in the event that upon the issuance of a Bond, a Counsel's Opinion is delivered opining to the effect that the interest on such Bond is not included in gross income of the Owner thereof pursuant to the Code, the Authority shall at all times do and perform all acts required by the Code in order to assure that the interest on such Bond shall not be included in gross income of the Owner thereof pursuant to the Code. In order to comply with the covenant made in this Section, an Authorized Officer is hereby authorized to take any action (whether or not expressly authorized or permitted herein) and to omit to take any action (whether or not required by the terms hereof), to the extent permitted by applicable law.

SECTION 505. Asset Covenants. (A) Except funds and investments in any Payment Account and Defeasance Obligations in any Defeasance Account, an asset or property may be acquired (by purchase or exchange) or financed pursuant to the Bond Resolution only if such asset or property constitutes an Asset as defined in Section 101 hereof.

(B) Subject to the covenant set forth in Section 504, the Authority shall do all such acts as may be reasonably necessary in the sole judgment of the Authority to receive and collect Revenues and to enforce the terms and conditions relating to the Assets.

(C) The Mortgage securing any Mortgage Loan shall be executed and recorded, or reasonable provisions shall have been made for such recording, all in accordance with the requirements of existing laws.

SECTION 506. Further Assurance. The Authority shall, so far as it may be authorized by law, pass, make, do, execute, acknowledge and deliver, all and every such further resolutions, acts, deeds, conveyances, assignments, transfers and assurances as may be necessary or desirable for the better assuring, conveying, granting, assigning or confirming all and singular the rights, liens and pledges established pursuant to the Bond Resolution.

SECTION 507. Records. The Authority shall keep, or cause to be kept, proper books of record and account in which complete and accurate entries shall be made of all its transactions relating to the Bond Resolution and which reflect all Assets, and all of the foregoing shall at all reasonable times be subject to the inspection of the Trustee and the Owners of an aggregate of not less than twenty five percent (25%) of the Bond Obligation or their representatives duly authorized in writing.

SECTION 508. Rights of the Authority. (A) Additional Bonds, Exchange Agreements, Enhancement Agreements and Other Financial Agreements payable from Assets may be issued or executed from time to time pursuant to the Bond Resolution. Except as otherwise expressly provided in or determined pursuant to a Supplemental Bond Resolution in accordance with Section 701 (8), such additional Bonds, Exchange Agreements, Enhancement Agreements and Other Financial Agreements payable from Assets shall be issued or executed on a parity basis with the Outstanding Bonds, shall be secured by the lien and pledge of the Bond Resolution, and shall be payable equally and ratably from the Assets. Such additional Bonds may be issued to refund any Outstanding Bonds or other obligation of the Authority, whether by payment at maturity or upon redemption or purchase. The Authority expressly reserves the right to adopt one or more other note or bond resolutions and reserves the right to incur or issue other obligations.

(B) Notwithstanding anything to the contrary herein, the Authority may be the Mortgagor with respect to any Mortgage Loan made or financed pursuant to the Bond Resolution. In such an event, the Authority may execute and deliver the Mortgage securing such Mortgage Loan to the Trustee, on behalf of the Owners.

ARTICLE VI

PURCHASE OR REDEMPTION OF BONDS

SECTION 601. Redemption. Bonds issued pursuant to the Bond Resolution, the applicable Written Determinations for which provide for redemption prior to maturity, shall be subject to redemption in accordance with such Written Determinations upon compliance by the Authority and the Trustee with the provisions in this Article. Notwithstanding anything in the Bond Resolution to the contrary, Bonds issued under the 1986 Amended Resolution shall be subject to redemption as provided in the 1986 Amended Resolution, the Series Resolutions and the Prior Written Determinations originally applicable to such Bonds.

SECTION 602. Purchase. In lieu of the redemption of any Bond, the Authority may direct the Trustee in an Officer's Certificate to purchase such Bond from any Owner willing to sell such Bond. In addition, the Authority may at any time direct the Trustee in an Officer's Certificate to purchase, with Assets or other assets of the Authority, any Bond from any Owner willing to sell such Bond. In either case, the purchase price shall be determined by, or in accordance with the directions of, the Authority.

SECTION 603. Notice of Purchase or Redemption to Trustee. The Authority shall direct the Trustee to purchase or redeem Bonds by the delivery to the Trustee of an Officer's Certificate containing such information as the Trustee may reasonably require in order to effect the proposed purchase or redemption. Such Officer's Certificate shall be delivered to the

Trustee at such time prior to the date of purchase or prior to the date any notice of redemption must be given to the Owners as shall be reasonably required by the Trustee.

SECTION 604. Selection of Bonds to be Redeemed by Lot. If less than all of the Outstanding Bonds with the same Authority Designations (without regard to bond certificate numbers) and maturity are to be redeemed, the Bonds to be redeemed shall be selected by lot in such manner as the Trustee may determine or shall be selected in such other manner as set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

SECTION 605. Notice of Redemption to Owners. (A) When the Trustee shall be required or authorized, or shall receive notice from the Authority of its election, to redeem Bonds, the Trustee shall in accordance with the terms and provisions of the Bond Resolution, select the Bonds to be redeemed and shall give notice of the redemption of Bonds to the Owners thereof unless not required by the Written Determinations or Prior Written Determinations. Such notice shall specify the Authority Designations and maturities of the Bonds to be redeemed, the redemption date, the place or places where the Bond Amounts due upon such redemption will be payable, and any letters, numbers or other distinguishing marks necessary to identify the Bonds to be redeemed, including CUSIPs. In the case of a Bond to be redeemed in part only, such notice shall also specify the portion of the principal amount or Maturity Amount, as the case may be, thereof to be redeemed. Such notice of redemption shall further state that on such date there shall become due and payable upon each Bond to be redeemed the Redemption Price thereof, or the Redemption Price of the specified portion of the principal or Maturity Amount, as the case may be, thereof in the case of a Bond to be redeemed in part only, together with interest accrued, if any, to such date, and that from and after such date interest thereon shall cease to accrue.

(B) Any required notice having been given in the manner provided in this Section, the Bonds or portions thereof called for redemption shall become due and payable on the redemption date and at the Redemption Prices, plus accrued interest.

(C) Any notice of redemption to an Owner shall be sent, as directed by the Authority, by mail or other means of physical delivery or transmitted by facsimile or other means of electronic delivery to such Owner at his last address, physical or electronic, as set forth in the Registration Books. Such notice shall be sent at such time prior to the date of redemption as shall be set forth in or determined pursuant to the applicable Written Determinations or Prior Written Determinations.

(D) Notwithstanding anything in this Section to the contrary, in the case of redemption on a Tender Date of any Bond being tendered on such Tender Date, notice of redemption shall not be required to be given to the Owner thereof, unless expressly required by the applicable Written Determinations or Prior Written Determinations.

SECTION 606. Rescission of Notice of Redemption. Notwithstanding anything to the contrary herein, (1) any notice of purchase to the Trustee may be rescinded by the Authority at any time prior to the date of purchase, and (2) any notice of redemption to the Trustee may be rescinded at any time prior to the Trustee's sending of the corresponding notice of redemption to the Owners of the Bonds to be redeemed, and thereafter, prior to the date of redemption, such notice of redemption to the Owner may be rescinded by the Authority with respect to any Bond upon consent to such rescission by the Owner of such Bond.

ARTICLE VII

SUPPLEMENTAL BOND RESOLUTIONS

SECTION 701. Supplemental Bond Resolutions Effective Upon Filing. For any one or more of the following purposes and at any time or from time to time, a resolution of the Authority amending or supplementing the Bond Resolution may be adopted which, upon its filing with the Trustee, shall be fully effective in accordance with its terms:

(1) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Bond Resolution;

(2) To include such provisions as are deemed by an Authorized Officer to be necessary or desirable and are not contrary to or inconsistent with the Bond Resolution as theretofore in effect;

(3) To add other covenants, agreements, limitations, or restrictions to be observed by the Authority which are not contrary to or inconsistent with the Bond Resolution as theretofore in effect;

(4) To add to the rights or privileges of the Owners;

(5) To surrender any right, power or privilege reserved to or conferred upon the Authority by the Bond Resolution;

(6) To comply with any provision of the Code or federal or state law or regulation;

(7) To modify or amend the Bond Resolution in any respect, subject to satisfaction of the Revenue Test; provided, however, that no such modification or amendment pursuant to this Section 701 (7) shall modify or delete, or shall authorize or permit any deletion or modification of, any of the following: (i) any of the covenants, rights or remedies under Section 504 or Article IX, (ii) the definition of Revenue Test in Section 101, (iii) any requirement for

satisfaction of the Revenue Test, (iv) the definition of Defeasance Obligation in Section 101, (v) the provisions of Sections 103 through 106, Section 701, Section 1007 and Section 1101, (vi) any requirement for notice to or consent, approval or direction of Owners, or (vii) the terms of redemption or the due date or amount of payment of any Bond Amount without the consent of the Owner of such Bond Amount; or

(8) To set forth such amendments to the Bond Resolution as necessary or desirable to provide for the issuance of Bonds or the execution of Exchange Agreements, Enhancement Agreements or Other Financial Agreements payable from Assets (i) on which the payment of the Bond Amounts may be subordinate to the payment of the Bond Amounts with respect to other Bonds, Exchange Agreements, Enhancement Agreements or Other Financial Agreements payable from Assets, (ii) which may have the payment of their Bond Amounts conditional upon the happening of certain events, (iii) which may not be general obligations of the Authority, (iv) which may not be secured by all or any of the Assets, or (v) whose Owners do not have all of the rights or benefits of the other Owners.

SECTION 702. Supplemental Bond Resolutions Effective with Consent of Owners. (A) At any time or from time to time, a resolution may be adopted by the Authority amending, supplementing or eliminating any provision of the Bond Resolution or releasing the Authority from any of the obligations, covenants, agreements, limitations, conditions or restrictions therein contained, but no such resolution shall be effective until after the filing with the Trustee of a copy thereof and unless (1) on the date such resolution becomes effective, no Bond issued prior to the adoption of such resolution remains Outstanding and no Exchange Agreement, Enhancement Agreement or Other Financial Agreement in existence prior to the adoption of such resolution remains payable from Assets, or (2) such resolution is consented to by the Owners in accordance with the provisions of Article VIII.

(B) The provisions of Subsection (A) of this Section shall not be applicable to resolutions of the Authority adopted and becoming effective in accordance with the provisions of Section 701.

SECTION 703. Restriction on Amendments. The Bond Resolution shall not be modified or amended except as provided in and in accordance with the provisions of this Article and Article VIII.

SECTION 704. Adoption of Supplemental Bond Resolutions. Any resolution of the Authority referred to and permitted or authorized by Sections 701 or 702 (A) (1) may be adopted by the Authority without the consent of the Owners, but such resolution shall become effective only in accordance with such Sections. Every such resolution so becoming effective shall thereupon form a part of the Bond Resolution.

SECTION 705. Authorization to Trustee. The Trustee is hereby authorized to accept the delivery of any resolution of the Authority referred to and permitted or authorized by Sections 701 or 702.

ARTICLE VIII

AMENDMENTS

SECTION 801. Notice. Any provision in this Article relating to the mailing, giving or sending of a notice or other document to an Owner shall be fully complied with if such notice or other document is sent or transmitted, at the Authority's discretion, by mail or other means of physical delivery, or by facsimile or other electronic means to such Owner at his last address, physical or electronic, set forth in the Registration Books.

SECTION 802. Powers of Amendment. Any consent to a resolution required by Section 702 (A) (2) shall be deemed given if the Owners of more than sixty percent (60%) of the Bond Obligation (as of the Record Date for such consent) responding to the request for consent described in Section 803 shall so consent within such time period as shall be established (and as may be extended) by the Authority. If, however, such resolution will, by its terms, not take effect so long as certain Bonds shall remain Outstanding, or shall not affect certain Owners, the consent of such Owners shall not be required or recognized and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of the Bond Obligation under this Section. No such resolution shall permit a change in the terms of redemption or in the due date or amount of payment of any Bond Amount without the consent of the Owner of such Bond Amount or lower the percentage of Owners required for consent hereunder.

SECTION 803. Consent of Owners. (A) Any resolution of the Authority adopted in accordance with the provisions of Sections 702 (A) (2) and 802 shall take effect when and as provided in this Section. A copy of such resolution (or brief summary thereof or reference thereto), together with a request to Owners to indicate whether they consent or do not consent to such resolution, shall be sent to such Owners. Such resolution shall not be effective unless and until, and shall take effect in accordance with its terms when, (1) there shall have been filed with the Trustee the written consents of Owners specified in Section 802, and (2) a notice shall have been given as hereinafter in this Section provided.

(B) Each such consent shall be effective only if accompanied by proof of the ownership, as of the applicable Record Date, of the Bonds with respect to which such consent is given, which proof shall be such as is permitted by Section 1103. A certificate or certificates by the Trustee filed with the Trustee that it has examined such proof and that such proof is sufficient under the provisions of Section 1103 shall be conclusive that the consents have been given by the Owners of the Bonds described in such certificate or certificates of the Trustee. Notwithstanding the provisions of Section 1103, any such consent

may, if permitted by the Authority, be revoked in writing by the Owner of such Bond giving such consent prior to the effectiveness thereof.

(C) At any time subsequent to the expiration of the time period during which Owners of the required percentage of the Bond Obligation shall have filed their consents to such resolution, the Trustee shall make and file with the Authority a written statement that such Owners have filed and given such consents. Such written statement shall be conclusive that such consents have been so filed and have been given.

(D) Subsequent to the date on which the written statement of the Trustee provided for in Subsection (C) of this Section is filed, a notice stating in substance that such resolution has been consented to by such Owners and will be effective as provided in this Section shall be mailed, sent or given to such Owners. A record, consisting of the papers required or permitted by this Section to be filed with the Trustee, shall be proof of the matters therein stated. Such resolution shall be deemed conclusively binding upon the Authority, the Trustee and all Owners at the expiration of ten (10) days after the filing with the Trustee of proof of the mailing or other delivery of such last-mentioned notice.

SECTION 804. Modification of Bonds. If the Authority shall so determine, new Bonds, as modified in such manner as in the opinion of an Authorized Officer of the Authority is necessary to conform to action provided for in this Article, shall be prepared and delivered to the Trustee.

ARTICLE IX

REMEDIES ON DEFAULT

SECTION 901. Powers of Trustee. The Authority hereby vests in the Trustee, in trust for the benefit of the Owners and in addition to all its rights, powers and duties set forth in any other provision of the Bond Resolution, the rights, powers and duties set forth in this Article.

SECTION 902. Events of Default. Each of the following shall constitute an "Event of Default" under the Bond Resolution:

(1) a Bond Amount shall become due on any date and shall not be paid by the Authority to either the Trustee or party due such Bond Amount on said date; or

(2) a default shall be made in the observance or performance of any covenant, contract or other provision of the Bonds or Bond Resolution, and such default shall continue for a period of ninety (90) days after written notice to the Authority from Owners of twenty-five percent (25%) of the Bond Obligation or from the Trustee specifying such default and requiring the same to be remedied; or

(3) there shall be filed by or against the Authority as debtor a petition in bankruptcy (or other commencement of a bankruptcy or similar proceeding) under any applicable law or statute now or hereafter in effect.

SECTION 903. Enforcement by Trustee. (A) Upon the occurrence and continuance of an Event of Default described in Section 902 (1), the Trustee in its own name and as trustee of an express trust, on behalf and for the benefit and protection of the Owners, may, after notice to the Authority, proceed, or upon the written request of the Owners of not less than twenty-five percent (25%) of the Bond Obligation with respect to which such Event of Default has happened, shall proceed, subject to the provisions of Section 1002, to protect and enforce its rights and, to the full extent that the Owners themselves might do, the rights of such Owners under applicable law or under the Bond Resolution by such suits, actions or proceedings in equity or at law, either for the specific performance of any covenant or contract contained herein or in aid or execution of any power herein granted or for any legal or equitable remedy as the Trustee shall deem most effectual to protect and enforce the rights aforesaid.

(B) Upon the occurrence and continuance of an Event of Default described in any of the clauses of Section 902, the Trustee in its own name and as trustee of an express trust, on behalf and for the benefit and protection of all Owners, may, after notice to the Authority, proceed, or upon the written request of the Owners of not less than twenty-five percent (25%) of the Bond Obligation shall proceed, subject to the provisions of Section 1002, to protect and enforce its rights and, to the full extent that the Owners themselves might do, the rights of such Owners under applicable law or under the Bond Resolution by such suits, actions or proceedings in equity or at law, either for the specific performance of any covenant or contract contained herein or in aid or execution of any power herein granted or for any proper legal or equitable remedy as the Trustee shall deem most effectual to protect and enforce the rights aforesaid.

SECTION 904. Representation of Owners by Trustee. The Trustee is hereby appointed (and the Owners shall be conclusively deemed to have so appointed the Trustee and to have mutually covenanted and agreed, each with the other, not to revoke such appointment) the true and lawful attorney-in-fact of the Owners with power and authority, at any time in its discretion:

(1) Pursuant to the Bond Resolution or the Act or any other law and subsequent to the occurrence and continuance of an Event of Default, (a) by action in lieu of mandamus or other prerogative writ or by other suit, action or proceeding in equity or at law, to enforce all rights of the Owners including the right to require the Authority to fulfill its obligations with respect to

the Bond Resolution, (b) to bring suit upon the Bonds, (c) by action or suit in equity, to require the Authority to account as if it were a trustee of an express trust for the Owners, or

(d) by action or suit in equity, to enjoin any acts or things which may be unlawful or in violation of the rights of the Owners; and

(2) To make and file in any bankruptcy or similar proceeding either in the respective names of the Owners or on behalf of all the Owners as a class, any proof of debt, amendment of proof of debt, petition or other document, to receive payment of any sums becoming distributable to the Owners, and to execute any other papers and documents and do and perform any and all such acts and things as may be necessary or advisable in the opinion of the Trustee in order to have the respective claims of the Owners against the Authority allowed in any bankruptcy or other proceeding.

SECTION 905. Limitation on Powers of Trustee. Nothing in the Bond Resolution shall be deemed to give power to the Trustee either as such or as attorney-in-fact of the Owners to vote the claims of the Owners in any bankruptcy proceeding or to accept or consent to any plan or reorganization, readjustment, arrangement or composition or other like plan, or by other action of any character to waive or change any right of any Owner or to give consent on behalf of any Owner to any modification or amendment of the Bond Resolution requiring such consent or to any resolution requiring such consent pursuant to the provisions of Article VII or Article VIII.

SECTION 906. Action by Trustee. (A) All rights of action under the Bond Resolution or upon any of the Bonds, enforceable by the Trustee, may be enforced by the Trustee without the possession of any of the Bonds, or the production thereof in the trial or other proceedings relative thereto, and any such suit, action or proceeding instituted by the Trustee may be brought in its name for the benefit of the Owners, subject to the provisions of the Bond Resolution.

(B) In the enforcement of any rights under the Bond Resolution, the Trustee shall be entitled to sue for, enforce payment of and to receive any and all Bond Amounts then or during any Event of Default becoming, and at any time remaining, due and unpaid to the Owners thereof, together with interest on such overdue Bond Amounts at the applicable Federal Funds Rate and any and all costs and expenses of collection and of all proceedings hereunder, without prejudice to any other right or remedy of the Trustee or of the Owners, and to recover and enforce judgment or decree against the Authority for any portion of such Bond Amounts due and remaining unpaid together with interest at the applicable Federal Funds Rate and all costs and expenses as aforesaid, and to collect in any manner provided by law, the moneys adjudged or decreed to be payable.

(C) In any action, suit or other proceeding by the Trustee pursuant to this Section, the fees and expenses of the Trustee and its counsel allowed by a court of competent jurisdiction, shall be a first lien on the Assets.

SECTION 907. Accounting, and Examination of Records after Default. The Authority covenants with the Trustee that, if an Event of Default shall have occurred and shall not have been remedied, (1) the books of record and account of the Authority and all records relating to the Bond Resolution and the Program shall at all reasonable times be subject to the inspection and use of the Trustee and of its agents and attorneys, and (2) the Authority, whenever the Trustee shall reasonably demand, will account, as if it were the trustee of an express trust, for all Assets.

SECTION 908. Restriction on Owner's Action. (A) No Owner shall have any right to institute any suit, action or proceeding in equity or at law for the enforcement of any provision of the Bond Resolution or for the execution of any trust hereunder or for any other remedy hereunder, unless (1) (a) such Owner previously shall have given to the Authority and the Trustee written notice of the Event of Default on account of which such suit, action or proceeding is to be instituted, (b) after the occurrence of such Event of Default, written request shall have been made of the Trustee to institute such suit, action or proceeding by the Owners of not less than twenty-five percent (25%) of the Bond Obligation or, if such Event of Default is an Event of Default set forth in Section 902 (1), by the Owners of not less than twenty-five percent (25%) of the Bond Obligation with respect to which such Event of Default has happened, and there shall have been offered to the Trustee security and indemnity satisfactory to it against the costs and liabilities to be incurred therein or thereby, and (c) the Trustee shall have refused or neglected to comply with such request within a reasonable time, or (2) (a) such Owner previously shall have obtained the written consent of the Trustee to the institution of such suit, action or proceeding, and (b) such suit, action or proceeding is brought for the ratable benefit of all Owners subject to the provisions of the Bond Resolution.

(B) No Owner shall have any right in any manner whatever by his action to affect, disturb or prejudice the pledge of Assets hereunder, or, except in the manner and on the conditions in this Section provided, to enforce any right or duty hereunder.

SECTION 909. Application of Assets after Default. (A) All Assets collected by the Trustee pursuant to this Article shall, unless otherwise directed by a court of competent jurisdiction, be held in trust by the Trustee for the benefit of the Owners, and shall be applied in a manner determined by the Trustee to comply with the terms of the Bond Resolution.

(B) In the event that the Assets held by the Authority or Trustee shall be insufficient for the payment of Bond Amounts as such become due and payable, such Assets shall be applied to the payment to the Owners entitled thereto of all Bond Amounts which shall have become due and payable, ratably, according to the amounts due and payable, without any discrimination or preference unless otherwise expressly provided in or determined pursuant to the Bond Resolution.

SECTION 910. Remedies Not Exclusive. No remedy by the terms of the Bond Resolution conferred upon or reserved to the Trustee or to Owners is intended to be exclusive of any other remedy, but each and every such remedy shall be cumulative and shall be in addition to any other remedy given hereunder or now or hereafter existing at law or in equity or by statute, except as provided in Section 908.

SECTION 911. Control of Proceedings. In the case of an Event of Default, the Owners of a majority of the Bond Obligation, shall have the right, subject to the provisions of Section 908, by an instrument in writing executed and delivered to the Trustee, to direct the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred upon the Trustee; provided, however, that the Trustee shall have the right to decline to follow any such direction if the Trustee shall be advised by counsel that the action or proceeding so directed may not lawfully be taken, or if the Trustee in good faith shall determine that the action or proceeding so directed would involve the Trustee in personal liability or be unjustly prejudicial to Owners not parties to such direction.

SECTION 912. Effect of Waiver and Other Circumstances. No delay or omission of the Trustee or of any Owners to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default, or acquiescence therein, and every right, power and remedy given by the Bond Resolution to them or any of them may be exercised from time to time and as often as may be deemed expedient by the Trustee or, in an appropriate case, by the Owners. In case the Trustee shall have proceeded to enforce any right under the Bond Resolution, and such proceedings shall have been discontinued or abandoned for any reason, or shall have been determined adversely to the Trustee, then and in every such case the Authority and the Trustee will be restored to their former positions and rights hereunder with respect to all rights, remedies and powers of the Trustee, which shall continue as if no such proceedings had been taken.

SECTION 913. Right to Enforce Payment of Bond Amounts Unimpaired. Nothing in this Article shall affect or impair the right of any Owner to enforce the payment of any Bond Amount due such Owner.

ARTICLE X

THE TRUSTEE

SECTION 1001. Appointment and Acceptance of Duties. Any Trustee hereunder must be (1) a bank, trust company or national banking association, having trust powers, or (2) with the prior approval of its Commissioners, the Authority. As of the date of adoption of this Restated Bond Resolution, the Trustee is SunTrust Bank, Atlanta, Georgia. The rights, responsibilities and duties of the Trustee under the Bond Resolution are hereby vested in said Trustee in trust for the benefit of the Owners. Any successor Trustee shall signify its acceptance of the duties and obligations imposed upon it by the Bond Resolution by executing and delivering to the Authority a written instrument of acceptance thereof.

SECTION 1002. Limited Liability of Trustee. The External Trustee shall not be liable in connection with the performance of its duties and responsibilities hereunder except for its own negligence or default. The recitals of fact herein and in the Bonds shall be taken as the statements of the Authority, and the External Trustee assumes no responsibility for the correctness of the same. The External Trustee makes no representations as to the validity or sufficiency of the Bond Resolution or of any Bonds issued thereunder or in respect of the security afforded by the Bond Resolution, and the External Trustee shall not incur any responsibility in respect thereof. The External Trustee shall not be under any responsibility or duty with respect to Assets except to the extent such Assets are paid to the External Trustee in its capacity as Trustee, or the application of any such Assets paid or distributed to the Authority or others in accordance with the Bond Resolution. The External Trustee shall be under no obligation or duty to perform any act which would involve it in expense or liability or to institute or defend any action or suit in respect of the Bond Resolution or Bonds, or to advance any of its own moneys, unless properly indemnified.

SECTION 1003. Evidence on which Trustee May Act. The External Trustee shall be protected in acting upon any notice, resolution, request, consent, order, certificate, opinion, bond, or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. The External Trustee may consult with counsel, who may or may not be of counsel to the Authority, and may request an opinion of counsel as a condition to the taking or suffering of any action hereunder, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it hereunder in good faith and in accordance therewith. Whenever the External Trustee shall deem it necessary or desirable that a fact or matter be proved or established prior to taking or suffering any action hereunder, such fact or matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by an Officer's Certificate stating the same, and such Officer's Certificate shall be full warrant for any action taken or suffered in good faith under the provisions of the Bond Resolution upon the faith thereof. Except as otherwise expressly provided herein, any request, order, notice or other direction required or permitted to be furnished pursuant to any provision hereof by or on behalf of the Authority to the External Trustee shall be sufficiently executed if executed by an Authorized Officer.

SECTION 1004. Compensation and Expenses. Unless otherwise set forth in a contract between the Authority and the External Trustee, the Authority shall pay to the External Trustee from time to time reasonable compensation for all services rendered by it hereunder, and also reimbursement for all its reasonable expenses, charges, and legal fees and other disbursements and those of its attorneys, agents and employees, incurred in and about the performance of its powers and duties hereunder.

SECTION 1005. Certain Permitted Acts. The External Trustee may become the Owner of or may deal in Bonds and may be a party to any agreement or transactions related to the Bonds as fully and with the same rights it would have if it were not the External Trustee. To the extent permitted by law, the External Trustee may act as depository for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of Owners or to effect or aid in any reorganization growing out of the enforcement of the Bonds or the Bond Resolution, whether or not any such committee shall represent the Owners of a majority of the Bond Obligation.

SECTION 1006. Resignation. Unless otherwise provided by contract between an External Trustee and the Authority, the Trustee may at any time resign and be discharged of its duties and obligations created by the Bond Resolution by giving not less than ninety (90) days' written notice to the Authority. Such resignation shall take effect upon the day specified in such notice unless previously a successor shall have been appointed by the Authority as herein provided, in which event such resignation shall take effect immediately on the effective date of the appointment of such successor. Notwithstanding anything in the Bond Resolution to the contrary, the resignation of the Trustee shall not take effect until a successor Trustee shall have been appointed and shall have accepted its duties and obligations as of the effective date of such resignation.

SECTION 1007. Removal. Any Trustee may be removed at any time by the Owners of a majority of the Bond Obligation by an instrument or concurrent instruments in writing signed and duly acknowledged by such Owners or by their attorneys duly authorized in writing and delivered to the External Trustee, if any, and to the Authority. The Authority may remove any External Trustee at any time, except during the existence and continuance of an Event of Default. In the event of the occurrence and continuance of an Event of Default and in the event that the Authority is serving in the capacity of the Trustee, the Authority shall immediately appoint a successor Trustee or shall, or any Owner may, petition a court of competent jurisdiction to appoint a successor Trustee, and the Authority shall resign as Trustee as of the effective date of the appointment of such successor Trustee. No Trustee shall be removed unless, on or prior to the effective date of removal of the Trustee, the Owners, the Authority or a court of competent jurisdiction, as the case may be, shall have appointed a successor Trustee and such successor Trustee shall have accepted its duties and obligations hereunder as of the effective date of such removal. Any successor Trustee shall have the qualifications set forth in Section 1001.

SECTION 1008. Transfer of Rights and Property to Successor Trustee. Any successor Trustee appointed hereunder shall execute, acknowledge and deliver to the Authority, an instrument accepting such appointment, and on the effective date thereof, such successor Trustee, without any further act, deed or conveyance, shall become the Trustee under the Bond Resolution. Upon the effective date of any appointment of a successor Trustee, the predecessor Trustee shall immediately pay over, assign and deliver to the successor Trustee any property held by it pursuant to the terms of the Bond Resolution, including the Registration Books and any Assets. Upon the written request of the Authority or of the successor Trustee, the predecessor Trustee shall execute, acknowledge and deliver any instruments of conveyance and further assurance and do such other things as may reasonably be required to effect the transfer of all right, title and interest of the predecessor Trustee in and to any property previously held by it pursuant to the terms of the Bond Resolution. Should any deed, conveyance or instrument in writing from the Authority be required by such successor Trustee for more fully and certainly vesting in and confirming to such successor Trustee any such Assets, estates, properties, rights, powers and duties, any and all such deeds, conveyances and instruments in writing shall, on request, and so far as may be authorized by laws, be executed, acknowledged and delivered by the Authority.

SECTION 1009. Merger or Consolidation. Any company into which the Trustee may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which such Trustee may sell or transfer all or substantially all of its corporate trust business (provided such company shall be a bank or trust company or national banking association which is qualified to be a successor to such Trustee and shall be authorized by law to perform all the duties imposed upon it by the Bond Resolution) shall be the successor to such Trustee without the execution or filing of any paper or the performance of any further act.

SECTION 1010. Authority as Trustee. Any notice, consent, resolution, opinion or other document required hereunder to be given, filed or delivered by the Authority to the Trustee or by the Trustee to the Authority shall, if the Authority is serving in the capacity of the Trustee, be considered so given, filed or delivered upon the Authority's generation of such notice, consent, resolution, opinion or other document.

ARTICLE XI

MISCELLANEOUS

SECTION 1101. Defeasance. (A) If (1) Defeasance Obligations shall have been deposited in a Defeasance Account, (2) the principal of and interest on such Defeasance Obligations at maturity, without reinvestment, shall be sufficient, in the determination of an Authorized Officer, to pay all Bond Amounts when due at maturity or upon earlier redemption with respect to a Bond and all fees and expenses of the Trustee with respect to such Defeasance Account, and (3) any notice of redemption, if applicable, shall have been given to the Owner thereof or provisions satisfactory to the Trustee shall have been made for the giving of such notice, then notwithstanding any other provision of the Bond Resolution to the contrary, the Owner of such Bond shall no longer have a lien on, or the benefit of a pledge of, the Assets. If the foregoing requirements shall have been satisfied with respect to all Outstanding Bonds and no Enhancement Agreement, Exchange Agreement or Other Financial Agreement remains payable from Assets, then the lien, pledge, covenants, agreements and other obligations under the Bond Resolution

shall, at the election of the Authority, be discharged and satisfied, and the Trustee shall thereupon deliver to the Authority all Assets held by it.

(B) Defeasance Obligations shall not be Assets and shall be unavailable for payment to Owners other than the Owners of the Bond Amounts with respect to which such Defeasance Obligations shall have been deposited by the Authority in the applicable Defeasance Account. The Owners of such Bond Amounts so deposited shall have a lien on, and the benefit of the pledge of, the Defeasance Obligations in such Defeasance Account and shall look only to such Defeasance Obligations for payment.

(C) No Defeasance Obligation shall be withdrawn from any Defeasance Account other than to pay, when due, the applicable Bond Amounts or the fees and expenses of the Trustee with respect to such Defeasance Account. If any Defeasance Obligation remains in a Defeasance Account subsequent to the payment of all the applicable Bond Amounts and all fees and expenses of the Trustee with respect to such Defeasance Account have been paid, such Defeasance Obligations shall be transferred to the Authority free of any lien or pledge of the Bond Resolution.

(D) For the purpose of this Section, interest on any Bond on which the interest is or may be payable at a variable rate shall be calculated at the maximum interest rate (or, if none, the estimated maximum interest rate as determined by an Authorized Officer in an Officer's Certificate) payable on such Bond.

(E) Cash on deposit in a Defeasance Account shall, upon the direction of an Authorized Officer, be invested by the Trustee in Defeasance Obligations or any repurchase agreement fully collateralized, as determined by an Authorized Officer, by any Defeasance Obligations.

SECTION 1102. Escheat. Notwithstanding any provision herein to the contrary, any Bond Amount held in a Payment Account or Defeasance Account which remains unclaimed for a period of six (6) years subsequent to the date such Bond Amount was due and payable shall be paid by the Trustee to the Authority free of the trust created by the Payment Account or Defeasance Account and free of any lien or pledge of the Bond Resolution, and thereafter the Owner of such Bond Amount shall look only to the Authority for the payment thereof. If any of the provisions of this Section 1102 shall conflict or be inconsistent with any applicable provisions of law, the applicable provisions of law shall control.

SECTION 1103. Evidence of Signatures of Owners. (A) Any request, consent, revocation of consent, assignment or other instrument which the Bond Resolution may require or permit to be signed and executed by Owners may be in one or more instruments of similar tenor, and shall be signed or executed by such Owners in person or by their attorneys duly authorized in writing. Proof of (1) the execution of any such instrument or of an instrument appointing or authorizing any such attorney, or (2) ownership by the Owner of any Bond or Bond Amount shall be sufficient for any purpose of the Bond Resolution if made in the following manner or in any other manner satisfactory to the Trustee and the Authority:

(a) The fact and date of such execution or ownership may be proved (1) by the acknowledgment of such execution by a witness, who may be required by the Trustee or the Authority to be a notary public, or (2) by the certificate, which need not be acknowledged or verified, of an officer of a bank, trust company or financial firm or corporation (including members of the National Association of Securities Dealers, Inc.) satisfactory to the Trustee that the person signing such instrument acknowledged to such bank, trust company, firm or corporation the execution thereof.

(b) The authority of a person or persons to execute any such instrument on behalf of a corporate Owner may be established without further proof if such instrument is signed by a person purporting to be the president, vice-president or other authorized officer of such corporation.

The Authority or the Trustee may in their discretion require further or other proof in cases where they deem the same desirable.

(B) Any request, consent or other instrument executed by the Owner of any Bond shall bind all future Owners of such Bond with respect to anything done or suffered to be done hereunder by the Authority or the Trustee in accordance therewith.

(C) Each Owner may elect to give consent or not give consent with respect to each Authorized Denomination of Bonds owned by such Owner.

SECTION 1104. Record Dates. The Trustee shall establish such Record Date(s), which the Authority may require to be subject to its prior approval, for the purposes of determining the Owner of any Bond or Bond Amount or determining the Owners who are eligible to give their consent or who are to receive notices of certain events under the Bond Resolution or who may exercise certain rights under the Bond Resolution.

SECTION 1105. Exclusion of Bonds. Bonds which are owned by the Authority and which have not been cancelled by the Trustee shall be excluded and shall not be deemed Outstanding for the purpose of any consent or other action or any calculation of Bond Obligation under Section 507 and Articles VIII, IX and X.

SECTION 1106. Preservation and Inspection of Documents. All reports, resolutions, certificates, statements, and other documents received by the Trustee with respect to the Bond Resolution shall be retained in its possession and shall be available at all reasonable times to the inspection of the Authority or the Owners of an aggregate of not less than twenty-five percent

(25%) of the Bond Obligation or their agents or representatives duly authorized in writing, any of whom may make copies thereof, but any such reports, resolutions, certificates, statements or other documents may, at the election of the Trustee, be destroyed or otherwise disposed of at any time six years subsequent to such date as any and all liens and pledges and all covenants, agreements and other obligations of the Authority with respect to the Bond Resolution shall be discharged as provided in Section 1101.

SECTION 1107. No Recourse. No recourse shall be had for the payment of any Bond Amount or for any claim based thereon or on the Bond Resolution or the 1986 Amended Resolution or on any other agreement, instrument, certificate or opinion relating to any Bond against any current or former Commissioner, Authorized Officer or employee of the Authority, the Trustee or its officers or employees, or any person executing a Bond.

SECTION 1108. Effective Date. This Restated Bond Resolution shall be effective upon the satisfaction of the condition in Section 803(A)(1) of the 1986 Amended Resolution or the condition in Section 803(A)(2) of the 1986 Amended Resolution, whichever occurs first, and upon satisfaction of the other requirements specified in Sections 803, 805 and (in the case of satisfaction of the condition in Section 803(A) (2) of the 1986 Amended Resolution) 903 of the 1986 Amended Resolution.

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DESCRIPTION AND PROCEDURES OF DTC

The information in this Appendix concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof.

DTC is the securities depository for the Offered Bonds. The Offered Bonds will be delivered as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered certificate will be delivered for each maturity of each series or subseries of the Offered Bonds and will be deposited with DTC.

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 securities that its participants ("Participants") deposit with DTC. DTC also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission.

Purchases of Offered Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Offered Bonds on DTC's records. The ownership interest of each actual purchaser of each Offered Bond ("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 Offered Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Offered Bonds, except in the event that use of the book-entry system for the Offered Bonds is discontinued.

To facilitate subsequent transfers, all Offered Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of Offered Bonds with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Offered Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Offered Bonds are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

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 shall be sent to Cede & Co. If less than all of a maturity of any series or subseries of the Offered Bonds is being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity of the Offered Bonds to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to Offered Bonds. Under its usual procedures, DTC mails an omnibus proxy ("Omnibus Proxy") to the Authority 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 Offered Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Offered Bonds will be made to DTC. DTC's practice is to credit Direct Participants' accounts on payable date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on payable date. 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 Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the Authority or the Trustee, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Offered Bond certificates, as necessary, are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Offered Bond certificates, as necessary, will be printed and delivered.

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ADDITIONAL INFORMATION CONCERNING MORTGAGE INSURANCE POLICIES**Federal Housing Administration Mortgage Insurance**

The United States Department of Housing and Urban Development administers the FHA mortgage insurance programs. In order to receive payment of insurance benefits (other than certain partial claim payments) a mortgagee must normally acquire title to the property, either through foreclosure or conveyance, and convey such title to FHA. Generally, the mortgagee must obtain a deed in lieu of foreclosure or commence foreclosure proceedings within six months after a mortgagor's default, subject to extension if the mortgagee pursued certain loss mitigation actions referred to below. Upon recordation of the deed conveying the property to FHA, the mortgagee notifies FHA of the filing and assigns, without recourse or warranty, all claims which it has acquired in connection with the mortgage. A mortgagee may also receive payment of insurance benefits in certain circumstances not involving conveyance of the property to FHA, such as if a pre-foreclosure sale to a third party at a required minimum price is arranged in accordance with FHA regulations and procedures.

Under some FHA programs, FHA has the option at its discretion to pay insurance claims in cash or in debentures, while under others FHA will pay insurance claims in cash unless the mortgagee requests payment in debentures. The current FHA policy, subject to change at any time, is to make insurance payments on mortgages covering less than five dwelling units in cash with respect to all programs covering such units as to which it has discretion to determine the form of insurance payment. FHA debentures issued in satisfaction of FHA insurance claims bear interest at the debenture interest rate in effect under FHA regulations on the date of the mortgage insurance commitment or of the initial insurance endorsement of the mortgage, whichever rate is higher.

When entitlement to insurance benefits results from foreclosure (or other acquisition of possession) and conveyance to FHA, the insurance payment is computed as of the institution of the foreclosure proceeding (or acquisition of possession otherwise), which will occur no earlier than 60 days after the due date of a mortgage payment, and the mortgagee generally is not compensated for mortgage interest accrued and unpaid prior to that date. Under such circumstances, the amount of insurance benefits generally paid by FHA is equal to the unpaid principal amount of the mortgage loan, adjusted to reimburse the mortgagee for certain tax, insurance and similar payments made by it and to deduct certain amounts received or retained by the mortgagee after default, plus reimbursement not to exceed a specified percentage of the mortgagee's foreclosure costs or costs of acquiring the property (such percentage, which under current FHA policy is periodically determined based upon a mortgagee's loss mitigation performance, currently is two-thirds in the case of the Authority). Unless the mortgagee has not observed certain FHA regulations, an insurance payment to be made in cash itself bears interest from the date of default to the date of payment of the claim at an interest rate equal to the monthly average yield, for the month in which the default occurred, on United States Treasury securities adjusted to a constant maturity of 10 years.

When any property to be conveyed to FHA has been damaged by fire, earthquake, flood or tornado, or the property has suffered damage because of the mortgagee's failure to take required action, it is required that such property be repaired prior to such conveyance.

FHA requires that, absent the consent of the mortgagor, at least three full monthly installments be due and unpaid before the mortgagee may initiate any action leading to foreclosure of the mortgage. FHA also requires a reasonable effort to arrange a face-to-face conference with the mortgagor and requires that the mortgagee consider, and undertake where appropriate, specified loss mitigation actions to avoid foreclosure, including loan modifications in some circumstances (see "The Single Family Programs – Loan Modifications").

Veterans Administration Mortgage Guaranty

The Veterans Administration permits a veteran (or in certain instances the spouse of a veteran) to obtain a mortgage loan guaranty by the VA covering mortgage financing of the purchase of a one-to-four family dwelling unit. The program has no mortgage loan limits and requires no down payment from the purchaser.

The maximum VA guaranty on a loan is the lesser of (i) the veteran's available entitlement (a maximum of \$36,000, or if the original loan amount exceeds \$144,000, the "maximum guarantee amount" described below) or (ii) (1) 50% of the original loan amount if such amount does not exceed \$45,000, (2) \$22,500 if the original loan amount is between \$45,000 and \$56,250, (3) the lesser of \$36,000 or 40% of the original loan amount if such amount is between \$56,250 and \$144,000 or (4) the lesser of the "maximum guarantee amount" described below or 25% of the original loan amount if such amount is in excess of \$144,000. Such "maximum guaranty amount" generally is the dollar amount that is equal to 25 percent of the Freddie Mac conforming loan limit for a single family residence. (Pursuant to the Housing and Economic Recovery Act of 2008, the Veterans Benefit Improvement Act of 2008 and the Honoring America's Veterans and Caring for Camp Lejeune Families Act of 2012, the "maximum guaranty amount" for loans originated from July 30, 2008 through December 31, 2011 and from August 6, 2012 through December 31, 2014 is 25% of the greater of: (a) the Freddie Mac conforming loan limit, and (b) 125% of the area median price for a single family residence, but in no case to exceed 175% of the Freddie Mac conforming loan limit.) The liability on the guaranty is reduced or increased pro rata with any reduction or increase in the amount of the indebtedness, but in no event will the amount payable on the guaranty exceed the amount of the original guaranty. Notwithstanding the dollar and percentage limitations of the guaranty, a mortgage holder will ordinarily suffer a monetary loss only where the difference between the unsatisfied indebtedness and the

proceeds of a foreclosure sale of a mortgaged premises is greater than the original guaranty, as adjusted. The VA may, at its option and without regard to the guaranty, make full payment to a mortgagee of unsatisfied indebtedness on a mortgage upon its assignment to the VA. Under certain circumstances, a mortgagee is required to accept partial payments on a loan that is more than 30 days overdue, and the VA requires that the mortgagee consider, and undertake where appropriate, specified loss mitigation actions to avoid foreclosure, including loan modifications in some circumstances (see “The Single Family Programs – Loan Modifications”).

Under the Program, a VA Mortgage Loan would be guaranteed in any amount which, together with the down payment by the Mortgagor, will at least equal 25% of the lesser of the sales price or the appraised value of the single-family dwelling.

Rural Development Mortgage Guarantee

Rural Development (formerly known as the Farmers Home Administration and later as the Rural Economic and Community Development Service) permits a low or moderate income purchaser of a home in designated rural areas to obtain a mortgage loan guarantee from Rural Development. To qualify as a low or moderate income purchaser, a purchaser’s income must not exceed the median income for the area in which the home is located. Loans may not exceed FHA 203(b)(2) loan limits. No down payment is required from the purchaser.

Under the Rural Development Guarantee Program, the mortgagee is entitled to payment of the guarantee only after (i) the property has been sold at foreclosure or otherwise sold to a third party in conformity with Rural Development requirements or (ii) six months have elapsed from the date the mortgagee acquired title to the property. Rural Development guarantees the first 35% of loss and 85% of any additional loss, not to exceed 90% of the loan amount. Loss is defined as (i) the outstanding principal balance and accrued interest of the mortgage loan as of the date of the loss claim settlement, plus reasonable liquidation costs, minus (ii) net proceeds, which are calculated based upon (A) a property’s actual sale price, when the claim is made following sale to a third party, and (B) estimated market value, reduced by a credit for estimated holding costs, when no sale has been made within six months from the date the mortgagee acquired title to the property. A mortgagee seeking loss claim payment following sale of a property at foreclosure may be required to first pursue enforcement of any deficiency judgment obtained if there is a reasonable prospect of present recovery. A mortgagee that receives a loss claim payment based upon the estimated value of a property not sold within six months following acquisition may be required to pay Rural Development a proportionate share of future recovery if the property is later sold for more than the estimated value. Rural Development requires that, in the absence of the consent of the mortgagor, payment of the mortgage loan must be at least 90 days delinquent before the mortgagee may initiate foreclosure proceedings. The mortgagee must obtain prior Rural Development approval for any liquidation of the property other than by foreclosure or accepting a deed in lieu of foreclosure. Rural Development also requires that the mortgagee make a reasonable attempt to arrange an interview with the mortgagor before payment on the mortgage loan becomes 60 days delinquent, and requires that the mortgagee consider, and undertake where appropriate, specified loss mitigation actions to avoid foreclosure, including loan modifications in some circumstances with prior Rural Development approval (see “The Single Family Programs – Loan Modifications”). Rural Development does not accept assignment of property subject to its guarantee.

Private Mortgage Insurance

Each private mortgage insurance policy with respect to a Mortgage Loan must contain provisions substantially as follows: (a) the mortgage insurer must pay a claim, including unpaid principal, accrued interest, the amounts equal to deferred interest in connection with Mortgage Loans with graduated payments schedules, if any, and expenses, within sixty days of presentation of the claim by the Authority; (b) when a claim for the outstanding principal amount, accrued interest and expenses is presented, the mortgage insurer must either (i) pay such claim in full and take title to the mortgaged property and arrange for its sale or (ii) pay the insured percentage of such claim and allow the Authority to retain title to the mortgaged property or (iii) settle a claim for actual losses where such losses are less than the insured percentage of the claim. (See “The Single Family Programs” for a discussion of federal legislation affecting private mortgage insurance).

CERTAIN FEDERAL INCOME TAX MATTERS

The Code substantially restricts the use of proceeds of tax-exempt bonds used to finance mortgage loans for single family housing or to refund such bonds. Under the Code, interest on bonds the proceeds of which are used to provide mortgage loans on owner-occupied housing is not excluded from gross income for federal income tax purposes unless the bonds are part of a “qualified mortgage issue”. An issue of bonds constitutes a “qualified mortgage issue” if all of the following requirements are met: (i) all proceeds of the issue (exclusive of issuance costs and a reasonably required reserve) are to be used to finance owner-occupied residences, (ii) the mortgage loans financed with the issue and the mortgagors meet certain eligibility requirements, (iii) the yield that is earned by the issuer of the bonds from such mortgage loans and from certain non-mortgage investments that are allocable to the issue, including investments that are held as part of a debt service reserve fund, does not exceed specified limitations and (iv) certain other requirements are met relating to the issue itself and the availability of proceeds of the issue for financing housing located in “targeted areas”. These requirements are more fully described below. The Authority has issued and is issuing Tax Exempt Bonds (including the Offered Bonds) and expects to issue additional Tax Exempt Bonds which are or will be subject to these requirements (“Qualified Mortgage Bonds”). Interest on Taxable Bonds is includable in gross income for federal income tax purposes; therefore, Taxable Bonds are not subject to these requirements. However, some of the Mortgage Loans financed or to be financed by Taxable Bonds have been or are expected to be financed, in part, by certain Qualified Mortgage Bonds which are Tax Exempt Bonds as defined and used in the text of this Official Statement.

The following requirements apply to Mortgage Loans financed, in whole or in part, with the proceeds of Qualified Mortgage Bonds, including the Offered Bonds.

Residence Requirements

As required by the Code, all residences financed with Qualified Mortgage Bonds must be single family residences located within the Commonwealth, and both the Authority and the mortgagor must reasonably expect that the residence will become the mortgagor’s principal residence within a reasonable time after the Mortgage Loan is executed or assumed. These requirements can normally be met by having each mortgagor execute an affidavit stating that the residence is within the Commonwealth and that the mortgagor intends to make the residence his principal residence within such reasonable time period, normally sixty days. The Authority has covenanted to require such an affidavit.

Absence of Prior Home Ownership

Except in the case of (i) a mortgagor acquiring a residence in a “targeted area” (as defined below), certain Presidentially-declared disaster areas or with respect to the refinancing of a “qualified subprime loan” as defined below or (ii) a mortgagor who is a qualified veteran the Code requires that 95% of net proceeds of the Qualified Mortgage Bond issue must be loaned to mortgagors who have had no present ownership interest in a principal residence within the three years preceding the date on which the Mortgage Loan is executed. The Code permits the Authority to rely on an affidavit of a mortgagor to the effect that such requirement has been satisfied and an examination of federal income tax returns for three years evidencing compliance with such requirement. In lieu of such tax returns, a mortgagor may provide a letter from the Internal Revenue Service to the effect that he or she filed Forms 1040A or 1040EZ for such three year period. The Authority has covenanted that it will procure and diligently examine each such affidavit and accompanying tax returns, when required.

Purchase Price Limitations

The Code requires that the purchase price of each residence being financed with the proceeds of Qualified Mortgage Bonds not exceed 90% (110% in the case of “targeted areas” or Presidentially-declared disaster areas) of the applicable average area purchase price. The Authority has adopted purchase price limitations which are not in excess of 90% (110% in the case of “targeted areas” or Presidentially-declared disaster areas) of the current “safe harbor average area purchase prices” published by the U.S. Treasury which may be relied upon for purposes of compliance with the Code. The Authority may adopt different purchase price limitations in the future in accordance with the Code.

Income Requirements

The Code requires that all of the mortgage loans made with the proceeds of certain Qualified Mortgage Bonds be provided to borrowers whose annual gross income does not exceed 115% (100% for households of fewer than three persons) of the applicable median family income. An exception is provided for loans made with respect to “targeted area” residences for which two-thirds; and Presidentially-declared disaster areas for which all of such loans to be made with respect to borrowers whose annual gross income does not exceed 140% (120% for households of fewer than three persons) of applicable median family income and, with respect to “targeted areas”, one-third of such loans to be made without regard to any income limitation. The Authority has covenanted to verify compliance with these requirements by requiring each borrower to certify as to the amount of his or her annual gross income.

Targeted Areas

In order to comply with the Code, the Authority must, for at least one year after the date on which lendable proceeds of the Qualified Mortgage Bonds are first available for financing of Mortgage Loans, make available for Mortgage Loans in so-called targeted areas ("Targeted Areas") within the Commonwealth an amount equal to the lesser of 20% of the proceeds of such Bonds (other than any refunding Bonds as to which the original refunded bonds were issued after 1980) which are devoted to providing owner financing or 40% of the average annual aggregate principal amount of mortgages executed in the preceding three years for single family owner-occupied residences in Targeted Areas within the Commonwealth. The Authority's program includes sending periodic program announcements to Originating Agents and not-for-profit service providers serving the Targeted Areas advising them of the availability of such proceeds and including maps of the Targeted Areas in their region. The Authority's efforts to place Mortgage Loans in Targeted Areas includes advertising in pamphlets, brochures and handouts concerning the Program that mortgage funds are available for such areas. The Targeted Areas in which the Authority is to make the mortgage funds available include those census tracts in the Commonwealth in which 70% or more of the families have an income which is 80% or less of the statewide median family income based on the most recent "safe harbor" statistics published by the U.S. Treasury. Targeted Areas also include areas of chronic economic distress designated by the Commonwealth and approved by the Secretaries of Housing and Urban Development and the Treasury under criteria specified in the Code.

Other Mortgage Loan Eligibility Requirements

Except with respect to loans to refinance "qualified subprime loans", the Code does not allow proceeds of Qualified Mortgage Bonds to be used to acquire existing mortgage loans (thereby requiring the Authority to apply such proceeds only to newly-originated mortgage loans) or to replace existing mortgage loans (thereby precluding refinancings of mortgage loans). This requirement does not prohibit the Authority from acquiring or replacing construction loans, bridge loans or other similar temporary initial financing. The Originating Agreements incorporate these restrictions.

The Code requires that each mortgage loan financed with the proceeds of Qualified Mortgage Bonds may only be assumed if the requirements relating to principal residence, three year lack of prior ownership, income requirements and acquisition cost limitations are met with respect to the assumption. The determinations as to compliance with these requirements are to be made as of the date on which the mortgage loan is being assumed. Accordingly, the Authority must make the required statistical study or otherwise determine (e.g., by reliance on "safe harbor" statistics published by the U.S. Treasury) the relevant average area purchase prices for each statistical area within the Commonwealth on an annual basis, and must assure compliance with the other applicable requirements of the Code as long as a series of bonds is outstanding. The Authority has so covenanted in the Bond Resolution and has required in the Mortgage Loan documents that no Mortgage Loan may be assumed unless the applicable requirements of the Code are satisfied.

Limitation on Mortgage Yield

Under the Code, the yield on Mortgage Loans or portion thereof financed by Qualified Mortgage Bonds may not exceed one and one-eighth percentage points over the yield on the related Bonds.

Recapture

The Code provides for an increase in the federal income tax of certain mortgagors upon sale of their homes (the "Recapture Provision"). Under the Recapture Provision, an amount determined to be subsidy provided to the Mortgagors by Qualified Mortgage Bond financing (but not in excess of 50 percent of the gain) is recaptured on disposition of the home. The recapture amount increases over the period of ownership, with full recapture occurring if the house is sold between four and five full years after the closing of the mortgage loan. The recapture amount declines ratably to zero with respect to sales between five and nine full years after the closing of the mortgage loan. An exception excludes from recapture part of all of the subsidy in the case of assisted individuals whose incomes are less than prescribed amounts at the time of the disposition. The Code requires that the issuer of Qualified Mortgage Bonds provide at settlement of each mortgage loan a written statement informing the mortgagor of the Recapture Provision and, within 90 days thereafter, a written statement specifying certain information needed by the mortgagor to compute the recapture amount. The Authority has included in its program documentation requirements that such information be provided in the time and manner required by the Code.

The following requirements apply only with respect to Qualified Mortgage Bonds, including the Offered Bonds, except as otherwise noted; accordingly, these requirements do not apply to Taxable Bonds.

Other Requirements

For Qualified Mortgage Bonds, the Code requires the Authority to pay to the U.S. Treasury certain amounts earned on investments, which amounts must be computed in accordance with the applicable provisions of the Code. The Authority has covenanted to establish accounting procedures to determine the amount of such excess investment earnings. Such amount, if any, is not subject to the pledge or lien of the Bond Resolution. This requirement also applies to certain Tax Exempt Non-AMT Bonds that are not otherwise subject to the requirements referenced in the first paragraph of this Appendix D.

The Code provides limits on the maximum amount of certain tax-exempt bonds (including Qualified Mortgage Bonds) which may be issued in any state in each calendar year.

The Code requires retirement or redemption of Qualified Mortgage Bonds (other than certain refunding bonds) from unexpended proceeds required to be used to make mortgage loans which have not been used within 42 months (for loans to refinance “qualified subprime loans”, 12 months) from the date of issuance of the bonds, except for a \$250,000 de minimis amount.

The Code permits repayments (including prepayments) of principal of mortgage loans financed with the proceeds of Qualified Mortgage Bonds to be used to make additional mortgage loans only for 10 years from the date of issuance of the bonds, after which date such amounts must be used to retire or redeem bonds (except for a \$250,000 de minimis amount) (the “10-Year Rule”). In the case of refunded bonds, the 10 year period is measured from the date of issuance of the original refunded bonds. As a result, the Authority may be required by the Code to retire or redeem Qualified Mortgage Bonds from repayments (including prepayments) of principal of Mortgage Loans financed with proceeds allocable to the Qualified Mortgage Bonds.

Good Faith Effort

An issue of Qualified Mortgage Bonds which fails to meet the mortgage eligibility requirements will be treated as meeting all such requirements if:

- (i) the issuer in good faith attempted to meet such requirements before the mortgages were executed;
- (ii) 95% of the proceeds devoted to owner-financing were devoted to residences with respect to which (at the time the mortgages were executed) all such requirements were met; and
- (iii) any failure to meet such requirements is corrected within a reasonable period after such failure is first discovered.

The good faith requirement described in (i) will be satisfied by the Authority’s establishing reasonable procedures, including reasonable investigations, to ensure compliance with the requirements under the Code. The 95% requirement referred to in clause (ii) above will be considered to have been satisfied by the Authority’s procuring and examining affidavits evidencing compliance from the mortgagors and sellers of residences and income tax returns filed by the mortgagors with the Internal Revenue Service for the preceding three years (or statements in the mortgagors’ affidavits that one or more of such returns were not required to have been filed or letters from the IRS that Forms 1040A or 1040EZ were filed for such period). Calling the non-qualifying mortgage or replacing it with a qualifying mortgage will constitute the correction of such failure under clause (iii) above.

The failure to meet the arbitrage and other issue-related requirements will not affect the tax-exemption of an issue of Qualified Mortgage Bonds under the Code and the applicable regulations if:

- (i) the issuer in good faith attempted to meet all such requirements; and
- (ii) any failure to meet such requirements was due to inadvertent error after taking reasonable steps to comply with such requirements.

Monitoring for Compliance with the Code

Under the procedures which the Authority has established to comply with the Code, Originating Lenders will be responsible for reviewing each Mortgage Loan application and the accompanying documentation, including the affidavits and federal tax returns described above, for compliance with the requirements of the Code. Normal and appropriate measures are required to be undertaken to verify the information given, either independently or concurrently with credit reviews, when applicable. All documentation is to be cross-checked to assure that the information presented is complete and consistent.

Originating Lenders are required to represent as to each Mortgage Loan that, among other things, (1) the Mortgage Loan is in compliance with the Authority’s processing guide setting forth the procedures and requirements with respect to the processing of Mortgage Loans, (2) the lender has reviewed the mortgagor’s application, the affidavits described above, and the mortgagor’s federal income tax returns for compliance with the provisions of the Code, and (3) the Mortgage Loan has been closed in accordance with the processing guide.

Prior to financing such Mortgage Loan, the Authority reviews the documents submitted to the Authority, including the mortgagor’s application, the affidavits described above and the mortgagor’s federal income tax returns, for compliance with the requirements of the Code. The Authority has delegated to certain of its Originating Lenders the review described in the preceding sentence and the Authority also performs such review subsequent to financing each Mortgage Loan originated by such Originating Lender.

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VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis,
Basic Financial Statements, and
Supplementary Information

June 30, 2012 and 2011

(With Independent Auditors' Report Thereon)

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis

June 30, 2012 and 2011

Management of the Virginia Housing Development Authority (the Authority) offers readers of its financial report this overview and analysis of the Authority's financial performance for the years ended June 30, 2012 and 2011. Readers are encouraged to consider this information in conjunction with the Authority's basic financial statements, accompanying notes, and supplementary information, which follow this section.

Organization Overview

The Authority is a political subdivision of the Commonwealth of Virginia, created under the Virginia Housing Development Authority Act (the Act) enacted by the General Assembly in 1972, as amended. The Act empowers the Authority to finance the acquisition, construction, rehabilitation, and ownership of affordable housing for home ownership or occupancy by low-or moderate-income Virginians. To raise funds for its mortgage loan operations, the Authority sells tax-exempt and taxable notes and bonds and mortgage backed securities to investors. The notes, bonds, and other indebtedness of the Authority are not obligations of the Commonwealth of Virginia (the Commonwealth) and the Commonwealth is not liable for repayments of such obligations. Furthermore, as a self-sustaining organization, the Authority does not draw upon the general taxing authority of the Commonwealth. Operating revenues are generated primarily from interest on mortgage loans, program administration fees, and investment income from bond proceeds and earnings accumulated since inception.

In addition to its major mortgage loan programs, the Authority also administers, on a fee basis, various other programs related to its lending activities. Such programs include the Housing Choice Voucher program, which provides rental subsidies from federal funds, and the federal Low Income Housing Tax Credit program, which awards income tax credits for the purpose of developing low-income multi-family housing projects. The Authority also funds Resources Enabling Affordable Community Housing (REACH Virginia) initiatives, in which the interest rates on loans are subsidized by the Authority, principally for the elderly, disabled, homeless, and other low-income persons. The amount of net assets used to provide reduced interest rates on mortgage loans or otherwise subsidize its programs is equal to 15% of the average of the Authority's change in net assets, as unadjusted for the effect of Governmental Accounting Standards Board (GASB) No. 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, for the preceding three fiscal years or, commencing with fiscal year 2011, the preceding five fiscal years. The Authority may use a higher amount if determined to be appropriate. The amounts made available to provide reduced interest rates on mortgage loans or otherwise provide housing subsidies, including grants, under its programs are subject to review by the Authority of the impact on its financial position. The Authority finances some, but not all, of such subsidized mortgage loans, in whole or in part, with funds under its various bond resolutions.

Financial Statements

The basic financial statements consist of the Statements of Net Assets, the Statements of Revenues, Expenses and Changes in Net Assets, the Statements of Cash Flows and the accompanying notes.

The *Statements of Net Assets* reports all of the Authority's assets and liabilities, both financial and capital, presented in order of liquidity and using the accrual basis of accounting in conformity with U.S. generally accepted accounting principles. The difference between assets and liabilities is presented as net assets, and is displayed in three components: capital assets, net of related debt; restricted net assets; and unrestricted net assets. Net assets are restricted when external constraints are placed upon their use, such as bond indentures, legal agreements or statutes. Over time, changes in net assets may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.

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The *Statements of Revenues, Expenses, and Changes in Net Assets* identify all the Authority's revenues and expenses for the reporting period, distinguishing between operating and nonoperating activities. This statement measures the success of the Authority's operations over the past year and can be used to determine whether the Authority has successfully recovered all of its costs through mortgage loan income, externally funded programs and other revenue sources.

The *Statements of Cash Flows* provides information about the Authority's cash receipts and cash payments during the reporting period. This statement reports cash transactions, including receipts, payments, and net changes resulting from operations, noncapital financing, capital financing, and investing activities. These statements provide information regarding the sources and uses of cash and the change in cash during the reporting period.

The *Notes to basic Financial Statements* provide additional information that is essential for understanding financial data that may not be displayed on the face of the financial statements and as such, are an integral part of the Authority's basic financial statements.

Financial Highlights

Overview

The Authority has sustained its loan programs and services and improved its financial condition despite unprecedented federal intervention in the housing and capital markets, rising delinquencies, foreclosures and loan losses, and nominal investment earnings. Net assets have increased by approximately 4% for two consecutive years, bringing total net assets as of June 30, 2012 to \$2,405 million, or more than one-quarter of the total assets held by the Authority. Cited for key indicators consisting of its strong financial position, sound financial practices and experienced management, both Standard and Poor's Ratings Services (Standard & Poor's) and Moody's Investors Services (Moody's) rating agencies re-affirmed in July 2012 the Authority's AA+ issuer credit rating and Aa1 general obligation credit rating, respectively.

In its single family loan program, the Authority has been able to offer loans at low interest rates and down-payment assistance for qualified first time homebuyers through the U.S. Treasury's New Issue Bond Program and through securitization of federally-insured and guaranteed loans by the issuance of Ginnie Mae securities. In addition, the Authority initiated Fannie Mae's HFA Preferred Program that is expected to allow the Authority to finance up to \$100 million of single family mortgage loans without government mortgage insurance and, unlike tax-exempt bonds, permits the funding of refinancing loans and loans to borrowers who are not first time homebuyers. In its multi-family loan program, the Authority has continued to fund developments through the issuance of tax-exempt and taxable bonds.

The Authority's servicing efforts for its single family loan portfolio have been focused on working with troubled single family borrowers and mitigating potential foreclosure losses. The Authority has continued to offer borrowers various means, including loan modifications, to prevent foreclosure for otherwise responsible single family borrowers encountering financial hardships. As long as employment levels, wages, and housing values remain weak in Virginia, challenges for the Authority's single family borrowers are expected to continue. In response to higher single family loan losses, increased reserve requirements for those loans have been established. Additionally, the Authority has provided substantial support to state-wide foreclosure prevention awareness and housing policy initiatives, and its homeownership education, underwriting and loss mitigation

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practices continue to help lessen delinquencies and foreclosures to levels significantly below those for Virginia and the nation.

As part of its servicing of its multi-family loans, the Authority identifies at-risk developments on its watch list or troubled project list in order to assess and mitigate the risk on such developments and to determine the amount to be included in the Authority's Allowance for Loan Loss for such developments. As in the case of single family loans, the Authority offers loss mitigation, including loan modifications, to the borrowers to reduce the risk of default and loss on the multi-family loans. As a result, the delinquencies and defaults on its multi-family loans have been maintained at relatively low levels, but such levels could be adversely impacted in the future by negative economic conditions.

Due to the low interest rate conditions in the market, the Authority has experienced reduced income on its non-mortgage investments. The Authority's investments are principally in high quality, short-term securities that bear low yields. As long as the market interest rates on such investments remain low, the Authority's revenues will be adversely impacted.

In summary, the Authority is facing a challenging housing and economic environment but has been able, through capital acquisition initiatives and loss mitigation practices, to continue its lending programs and maintain its financial condition despite that environment.

Year Ended June 30, 2012

Homeownership loan originations totaled 2,866 in FY 2012 compared to 2,604 for the same period last year, an increase of 10.1%. The amount of single family mortgage loan production was \$434.0 million, an increase of \$41.6 million, or 10.6%. Mortgage loan production increased year over year, despite a prolonged economic recession, as Virginia recovered lost jobs at a much greater rate than the nation as a whole.

As of June 30, 2012, the Authority serviced 55,565 first and second homeownership mortgage loans with outstanding balances totaling \$5.1 billion. The number of loans serviced, net of prepayments, increased 1,016 or 1.9% since June 30, 2011 while outstanding loan balances decreased \$106.1 million or 2.1% as of the same date.

In FY 2012, there were 724 foreclosures valued at \$93.6 million or 1.87% of the homeownership loan portfolio, compared to a year ago with 739 foreclosures valued at \$96.6 million or 1.89% of loan amounts. Recovery rates averaging 56.2% somewhat mitigated the impact of loan losses. Delinquency rates on the portfolio loan count of first mortgage loans averaged 10.70% for FY 2012, compared to 10.29% a year ago. Delinquency rates based on outstanding loan balances averaged 5.58% and 5.72% in FY 2012 and FY 2011, respectively.

Financing commitments for 4,504 rental housing units were made during the year, totaling \$338.7 million, compared to 4,876 units totaling \$277.5 million for the prior year. Rehabilitation of properties within the Authority's rental portfolio using taxable and tax-exempt funding provided the majority production. The federal intervention in the housing market continues to hamper the Authority's rental housing production.

As of June 30, 2012, the Authority serviced 1,477 rental mortgage loans with outstanding balances totaling \$3.35 billion. Compared to June 30, 2011, the number of loans in the portfolio decreased by 27 while loan balances decreased \$10.9 million or 0.3%. Delinquency rates based on portfolio loan count averaged 1.38% and

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1.85% in FY 2012 and FY 2011, respectively. The average delinquency rates based on outstanding loan balances were 0.61% or \$20.2 million in FY 2012 compared to 0.80% or \$26.5 million in FY 2011.

Year Ended June 30, 2011

Homeownership loan originations totaled 2,604 in FY 2011 compared to 4,191 for the same period last year. Mortgage loan production dropped year over year as a prolonged consequence of economic recession and conservation of available tax-exempt bond resources.

As of June 30, 2011, the Authority serviced 54,549 first and second homeownership mortgage loans with outstanding balances totaling \$5.2 billion. The number of loans serviced, net of prepayments, increased 1,303 or 2.45% since June 30, 2010 while outstanding loan balances decreased \$38.5 million or 0.74% as of the same date.

In FY 2011, there were 739 foreclosures valued at \$96.6 million or 1.89% of the homeownership loan portfolio, compared to a year ago with 790 foreclosures valued at \$86.5 million or 1.27% of loan amounts. Recovery rates averaging 65% and higher significantly mitigated the impact of loan losses. Delinquency rates on the portfolio loan count of first mortgage loans averaged 10.29% for FY 2011, compared to 9.52% a year ago. Delinquency rates based on outstanding loan balances averaged 5.72% and 5.34% in FY 2011 and FY 2010, respectively.

Financing commitments for 4,876 rental housing units were made during the year, totaling \$277.5 million, compared to 4,911 units totaling \$311.9 million for the prior year. Rental housing development and rehabilitation, driven by a strong demand for tax credit, tax-exempt and taxable loans, created the second-highest production for the Authority since 2005.

As of June 30, 2011, the Authority serviced 1,504 rental mortgage loans with outstanding balances totaling \$3.4 billion. Compared to June 30, 2010, the number of loans in the portfolio increased by 3 while loan balances increased \$42.5 million or 1.28%. Delinquency rates based on portfolio loan count averaged 1.85% and 1.34% in FY 2011 and FY 2010, respectively. The average delinquency rates based on outstanding loan balances were 0.80% or \$26.5 million in FY 2011 compared to 0.61% or \$19.7 million in FY 2010.

Financial Analysis of the Authority

Cash is held by the trustees and banks in depository accounts and investments for a variety of purposes, including: debt service funds required by bond indenture, escrow and reserve funds held for the benefit of single-family mortgagors and multi-family projects, funding for new mortgage loan originations, working capital for operating costs of the Authority, governmental funds held for disbursement toward Section 8 projects, and other funds held in a fiduciary capacity to support other housing initiatives. Monies on deposit in Virginia banks are secured under the Virginia Security for Public Deposits Act of the Code of Virginia.

Investment objectives are to invest all monies at favorable rates to maximize returns while maintaining short-term liquidity and to manage investments in a prudent manner to enable the Authority to fulfill its financial commitments. Precautions are taken to minimize the risk associated with investments, including monitoring creditworthiness of the investment, as determined by ratings provided by S&P and Moody's, concentration risk, and maturity risk. The Authority does not enter into short sales or futures transactions for which a bona fide hedging purpose has not been established.

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Mortgage and other loan receivables represent the Authority's principal assets. Mortgage loans are financed through a combination of proceeds of notes and bonds, GNMA mortgage loan securitizations, and net assets accumulated since inception. Mortgage loan payments received from mortgagors are used to pay debt service due on outstanding bond and mortgage backed securities.

The largest component of the Authority's liabilities is outstanding bonds payable, the majority of which is fixed rate to maturity dates that may extend into the future as much as forty years. The Authority continues to maintain strong long-term ratings of Aa1 from Moody's and AA+ from Standard & Poor's for its general credit rating as well as all bond indentures other than the Commonwealth Mortgage Bonds indenture, which is rated Aaa and AAA, by Moody's and Standard & Poor's, respectively. Net assets are comprised of capital assets, net of related debt, restricted and unrestricted net assets. *Capital assets, net of related debt* represents office buildings, land, furniture and equipment, vehicles and an investment in rental property, less the outstanding applicable debt. *Restricted net assets* represent the portion of net assets held in trust accounts for the benefit of the respective bond owners, subject to the requirements of the various bond indentures. *Unrestricted net assets* represent a portion of net assets that have been designated for a broad range of initiatives, such as administration of the Housing Choice Voucher program, support for REACH Virginia initiatives, contributions to bond issues, working capital, future operating and capital expenditures, and general financial support to the Authority's loan programs.

Condensed Statements of Net Assets

(In millions)

	June 30		
	2012	2011	2010
Cash and cash equivalents	\$ 681.6	1,391.1	1,218.9
Investments	197.4	164.2	202.2
Mortgage and other loans receivable, net	7,728.0	7,901.3	8,076.2
Other assets	174.7	187.4	163.9
Total assets	<u>8,781.7</u>	<u>9,644.0</u>	<u>9,661.2</u>
Notes and bonds payable, net	6,054.7	6,972.4	7,067.6
Other liabilities	321.9	353.4	371.8
Total liabilities	<u>6,376.6</u>	<u>7,325.8</u>	<u>7,439.4</u>
Invested in capital assets, net of related debt	36.6	19.7	(5.7)
Restricted by bond indentures	2,279.5	2,154.1	2,069.2
Unrestricted	89.0	144.4	158.3
Net assets	<u>\$ 2,405.1</u>	<u>2,318.2</u>	<u>2,221.8</u>

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June 30, 2012 and 2011

June 30, 2012 Compared to June 30, 2011

Total assets decreased \$862.3 million, or 8.9% from the prior year. Cash and cash equivalents, and investments, combined, decreased \$676.3 million, or 43.5% from the prior year primarily due to the pay down on the note payable to the Federal Home Loan Bank of Atlanta. Mortgage and other loans receivables, net, decreased by \$173.3 million, or 2.2%, primarily as a result of securitization of loans through GNMA and transfers of loans to REO status.

Total liabilities decreased \$949.2 million, or 13.0% from the prior year. Notes and bonds payable decreased \$917.7 million or 13.2%, due primarily to the payment of the note of the Federal Home Loan Bank of Atlanta. For the year, the Authority issued \$74.7 million in single-family homeownership bonds and \$383.9 million in rental housing bonds, converted \$112.0 million in original issue homeownership bonds, and paid down a net \$424.7 million on notes and lines of credit. Bond principal pay downs and redemptions totaled \$1,065.3 million. Proceeds from bond issues in the homeownership bond group and GNMA mortgage loan securitizations were the principal source of funding for mortgage loan originations.

Total assets exceeded total liabilities by \$2,405.1 million, representing an increase in net assets of \$86.9 million, or 3.7% from the prior year. As of June 30, 2012, net assets invested in capital assets, net of related debt, were \$36.6 million. Net assets restricted by bondholders totaled \$2,279.5 million, an increase of \$125.4 million, or 5.8% from the prior year. Unrestricted net assets totaled \$89.0 million, a decrease of \$55.4 million, or 38.4%.

June 30, 2011 Compared to June 30, 2010

Total assets decreased \$17.2 million, or 0.2% from the prior year. Cash and cash equivalents, and investments, combined, increased \$134.2 million, or 9.4% from the prior year. Mortgage and other loans receivables decreased by \$174.9 million, or 2.2%, as a result of declining homeownership mortgage loan production and securitization of loans through GNMA.

Total liabilities decreased \$113.6 million, or 1.5% from the prior year. Notes and bonds payable decreased \$95.2 million or 1.3%. For the year, the Authority issued \$350 million in single-family homeownership bonds and \$114.6 million in rental housing bonds, and drew a net additional \$206.2 million on notes and lines of credit. Bond principal paydowns and calls totaled \$771.6 million. Proceeds from bond issues in the homeownership bond group and GNMA mortgage loan securitizations were the principal source of funding for mortgage loan originations.

Total assets exceeded total liabilities by \$2,318.2 million, representing an increase in net assets of \$96.4 million, or 4.3% from the prior year. As of June 30, 2011, net assets invested in capital assets, net of related debt, were \$19.7 million. Net assets restricted by bondholders totaled \$2,154.0 million, an increase of \$84.7 million, or 4.10% from the prior year. Unrestricted net assets totaled \$144.5 million, a decrease of \$13.8 million, or 8.7%.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY

(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis

June 30, 2012 and 2011

Condensed Statements of Revenues, Expenses and Changes in Net Assets

(In millions)

	Year ended June 30		
	2012	2011	2010
Operating revenues:			
Interest on mortgage and other loans	\$ 489.3	505.1	512.8
Pass-through grants received	119.6	157.8	128.3
Housing Choice Voucher program income	36.6	72.7	69.3
Other operating revenues	44.6	26.7	31.8
Total operating revenues	690.1	762.3	742.2
Operating expenses:			
Interest on notes and bonds payable	296.1	321.3	337.4
Pass-through grants disbursed	119.6	157.8	128.3
Housing Choice Voucher program expense	39.4	70.9	69.7
Other operating expenses	165.2	131.3	122.5
Total operating expenses	620.3	681.3	657.9
Operating income	69.8	81.0	84.3
Nonoperating revenues (expenses):			
Investment income, net	17.8	15.3	18.0
Other nonoperating revenues (expenses)	(0.6)	0.1	0.1
Total nonoperating revenues, net	17.2	15.4	18.1
Change in net assets	\$ 87.0	96.4	102.4

The principal determinants of the Authority's change in net assets (more commonly referred to as net revenues) are operating revenues less operating expenses plus nonoperating revenues.

Operating revenues consist primarily of interest earnings on mortgage loans and operating expenses consist predominantly of interest expense on notes and bonds payable and operating expenses of the Authority. Nonoperating revenues consist of investment interest income as well as realized and unrealized gains or losses on investments.

Included in investment income are \$9.3 million and \$11.3 million of unrealized gains for the years ended June 30, 2012 and 2011, respectively. The Authority generally holds these investments to maturity.

Fiscal Year 2012

Operating revenues decreased \$72.2 million or 9.5% from the prior year. The decrease was primarily attributable to the expiration of certain federal pass-through grants (\$38.2 million) and a funding methodology change in the HUD Housing Choice Voucher program (\$31.5 million). Interest on mortgage and other loans decreased \$15.8 million or 3.1%. Single family mortgage loan rates averaged 5.60% compared to 5.77% the previous year.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis

June 30, 2012 and 2011

Operating expenses decreased \$61.0 million or 9.0% from the prior year due primarily to pass through grant disbursements decrease (\$38.2 million) and Housing Choice Voucher program expense decrease (\$31.5 million). Interest expense on notes and bonds payable decreased \$25.2 million or 7.8% from the prior year, due to a lower average interest rate on the notes and bonds outstanding. Other operating expenses consisting primarily of administrative costs increased \$33.9 million or 25.8% above last year, of which losses and expenses on other real estate owned accounted for \$18.1 million and provision for loan loss accounted for \$10.8 million.

Nonoperating revenues, net, increased \$1.8 million from the prior year, due to increased investment income of \$2.5 million that was partially offset by investment derivative activity loss of \$0.6 million.

Fiscal Year 2011

Operating revenues increased \$20.1 million or 2.7% from the prior year. The increase was primarily attributable to pass-through grants received, which increased \$29.5 million, or 23.0%. The most significant increase was related to funding in the federal low income housing tax credit program that was included in the American Recovery and Reinvestment Act of 2009 and that the Authority received near the end of FY 2010. Interest on mortgage and other loans decreased \$7.7 million or 1.50% due to lower mortgage loan production. Single family mortgage loan rates averaged 5.77% compared to 5.90% the previous year.

Operating expenses increased \$23.4 million or 3.6% from the prior year due primarily to pass through grant disbursements increase of \$29.5 million. Interest expense on notes and bonds payable decreased \$16.1 million or 4.8% from the prior year, due to a lower average interest rate on the notes and bonds outstanding. Other operating expenses consisting primarily of administrative costs increased \$8.9 million or 7.3% above last year. Loan loss provision and expenses accounted for \$5.1 million of this increase.

Nonoperating revenues, net, decreased \$2.7 million from the prior year, due to lower unrealized investment gains of \$30.3 million and offsetting lower realized investment losses of \$25.4 million.

Other Economic Factors

The Authority's mortgage loan financing activities are sensitive to the general level of involvement of the federal government in the housing and capital markets, the general level of interest rates, the interest rates and other characteristics of the Authority's loans compared to loan products available in the conventional mortgage markets, and the availability of affordable housing in the Commonwealth. The availability of long-term tax-exempt and taxable financing on favorable terms and the ability to securitize through GNMA and FNMA are key elements in providing the funding necessary for the Authority to continue its mortgage financing activities.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY

(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis

June 30, 2012 and 2011

The Authority's main sources of revenues include mortgage loan interest and investment interest income. Short-term investment rates in the United States have declined sharply from a peak of approximately 5.0% in February, 2007 to 0.09% in June 2012, and 0.04% in June 2011.

Delinquency and foreclosure rates in the single family loan portfolio, and to a lesser extent the multi-family loan portfolio, are influenced by unemployment and underemployment. Virginia's seasonally adjusted unemployment rate was 5.7% and 6.3% in June 2012 and 2011, respectively. Virginia underemployment rates, which include those no longer seeking employment and those employed only part-time who desire full-time work, were 12.0% and 11.8% in the twelve months ended June 30, 2012 and 2011, respectively.

Additional Information

If you have questions about this report or need additional information, please visit the Authority's Web site, www.vhda.com, or contact the Finance Division of the Virginia Housing Development Authority.



KPMG LLP
Suite 2000
1021 East Cary Street
Richmond, VA 23219-4023

Independent Auditors' Report

The Board of Commissioners
Virginia Housing Development Authority:

We have audited the accompanying basic financial statements of the Virginia Housing Development Authority (the Authority), a component unit of the Commonwealth of Virginia, as of and for the years ended June 30, 2012 and 2011, as listed in the table of contents. These basic financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these basic financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the basic financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the basic financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall basic financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the basic financial statements referred to above present fairly, in all material respects, the financial position of the Virginia Housing Development Authority as of June 30, 2012 and 2011, and the changes in its financial position and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 12, 2012 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

U.S. generally accepted accounting principles require that the Management's Discussion and Analysis and Schedule of Funding Progress by Plan Valuation Date on pages 1 through 9 and page 46, respectively, 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.

Our audit was conducted for the purpose of forming an opinion on the Authority's basic financial statements. The supplementary information included in schedules 2 through 5 on pages 47 through 52 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such 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. The 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 financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

KPMG LLP

September 12, 2012

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Statements of Net Assets

June 30, 2012 and 2011

	Assets	2012	2011
Current assets:			
Cash and cash equivalents (note 5)		\$ 681,660,584	1,391,109,912
Investments (note 5)		3,711,993	4,523,890
Interest receivable – investments		780,537	765,474
Mortgage and other loans receivable, net (note 4)		177,758,546	167,200,962
Interest receivable – mortgage and other loans		36,716,859	38,390,684
Other real estate owned		27,344,659	45,872,213
Other assets		7,429,586	10,284,872
Total current assets		935,402,764	1,658,148,007
Noncurrent assets:			
Investments (note 5)		193,714,399	159,697,319
Mortgage and other loans receivable (note 4)		7,727,739,729	7,885,905,382
Less allowance for loan loss		159,338,711	127,527,948
Less net deferred loan fees		18,175,026	24,281,056
Mortgage and other loans receivable, net		7,550,225,992	7,734,096,378
Investment in rental property, net		69,058,381	58,338,543
Property, furniture, and equipment, less accumulated depreciation and amortization of \$25,756,219 and \$23,438,363, respectively (note 6)		25,442,293	24,999,940
Unamortized bond issuance expenses		4,305,643	5,364,196
Other assets		3,603,369	3,352,291
Total noncurrent assets		7,846,350,077	7,985,848,667
Total assets		\$ 8,781,752,841	9,643,996,674
Liabilities and Net Assets			
Current liabilities:			
Notes and bonds payable (note 7)		\$ 388,377,856	822,573,653
Accrued interest payable on notes and bonds		88,152,455	98,798,460
Housing Choice Voucher contributions payable		499,436	212,905
Escrows (note 8)		45,156,796	44,752,270
Derivative instruments (note 9)		636,387	—
Accounts payable and other liabilities (note 10)		15,410,530	14,225,984
Total current liabilities		538,233,460	980,563,272
Noncurrent liabilities:			
Bonds payable, net (note 7)		5,666,295,890	6,149,797,167
Project reserves (notes 8 and 14)		139,385,475	166,442,678
Other liabilities (notes 10, 12, and 14)		32,689,931	29,010,473
Total noncurrent liabilities		5,838,371,296	6,345,250,318
Total liabilities		6,376,604,756	7,325,813,590
Net assets (note 11):			
Invested in capital assets, net of related debt		36,610,245	19,680,976
Restricted by bond indentures		2,279,519,231	2,154,044,354
Unrestricted		89,018,609	144,457,754
Total net assets		2,405,148,085	2,318,183,084
Total liabilities and net assets		\$ 8,781,752,841	9,643,996,674

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Statements of Revenues, Expenses, and Changes in Net Assets

Years ended June 30, 2012 and 2011

	2012	2011
Operating revenues:		
Interest on mortgage and other loans receivable	\$ 489,280,586	505,126,656
Pass-through grants income	119,608,753	157,788,891
Housing Choice Voucher program income (note 1)	36,616,431	72,812,764
Investment in rental property income	14,314,843	13,199,682
Gains and recoveries on sale of other real estate owned	17,911,543	1,665,081
Other	12,313,372	11,756,579
	690,045,528	762,349,653
Operating expenses:		
Interest on notes and bonds payable	296,143,802	321,288,073
Salaries and related employee benefits (notes 5, 12, and 13)	34,530,859	33,211,365
General operating expenses	19,118,047	18,696,125
Note and bond expenses	393,428	546,921
Amortization of bond issuance expenses	843,655	709,989
Pass-through grants expenses	119,608,753	157,788,891
Housing Choice Voucher program expenses (note 1)	39,416,626	70,943,848
External mortgage servicing expenses	922,512	859,849
Investment in rental property expenses	17,296,931	14,090,333
Losses and expenses on other real estate owned	60,204,610	42,148,234
Provision for loan losses (note 1)	31,810,763	21,038,500
	620,289,986	681,322,128
Operating income	69,755,542	81,027,525
Nonoperating revenues (expenses):		
Investment income (note 10)	17,785,982	15,287,467
Unrealized loss on derivative instruments (note 9)	(636,387)	—
Other, net	59,864	55,037
	17,209,459	15,342,504
Change in net assets	86,965,001	96,370,029
Total net assets, beginning of year	2,318,183,084	2,221,813,055
Total net assets, end of year	\$ 2,405,148,085	2,318,183,084

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Statements of Cash Flows

Years ended June 30, 2012 and 2011

	2012	2011
Cash flows from operating activities:		
Cash payments for mortgage and other loans	\$ (648,238,035)	(647,914,371)
Principal repayments on mortgage and other loans	669,973,083	626,057,420
Sale of mortgage loans	72,511,429	113,206,616
Interest received on mortgage and other loans	478,041,449	499,985,667
Pass-through grants received	119,608,753	157,788,891
Pass-through grants disbursed	(119,608,753)	(157,788,891)
Housing Choice Voucher payments received	36,912,906	73,027,772
Housing Choice Voucher payments disbursed	(39,477,243)	(71,859,956)
Escrow and project reserve payments received	284,105,138	341,527,474
Escrow and project reserve payments disbursed	(310,637,522)	(347,998,382)
Other operating revenues	31,864,669	14,821,137
Cash received for loan origination fees	3,307,090	2,087,071
Cash paid for loan origination fees	(6,558,611)	(5,078,803)
Cash payments for salaries and related benefits	(34,254,766)	(33,004,969)
Cash payments for general operating expenses	(25,349,181)	(31,707,397)
Cash payments for mortgage servicing expenses	(284,290)	(2,516,194)
Proceeds from sale of other real estate owned	34,792,212	28,560,897
Investment in rental property	(10,590,737)	(13,271,658)
Net cash provided by operating activities	536,117,591	545,922,324
Cash flows from noncapital financing activities:		
Proceeds from issuance of notes and bonds	1,124,380,150	791,508,000
Principal payments on notes and bonds	(2,043,868,417)	(892,336,552)
Interest payments on notes and bonds	(301,033,559)	(319,076,252)
Cash payments for bond issuance expenses	(3,750,158)	(3,112,310)
Net cash used in noncapital financing activities	(1,224,271,984)	(423,017,114)
Cash flows from capital and related financing activities:		
Purchases of property, furniture, and equipment	(3,762,171)	(3,330,627)
Net cash used in capital and related financing activities	(3,762,171)	(3,330,627)
Cash flows from investing activities:		
Purchases of investments	(69,336,369)	(69,437,001)
Proceeds from sales or maturities of investments	45,279,551	115,752,081
Interest received on investments	6,524,054	6,343,223
Net cash provided by (used in) investing activities	(17,532,764)	52,658,303
Net increase (decrease) in cash and cash equivalents	(709,449,328)	172,232,886
Cash and cash equivalents, at beginning of year	1,391,109,912	1,218,877,026
Cash and cash equivalents, at end of year	\$ 681,660,584	1,391,109,912

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Statements of Cash Flows

Years ended June 30, 2012 and 2011

	2012	2011
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 69,755,542	81,027,525
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation of property, furniture, and equipment	3,310,586	2,787,299
Other depreciation and amortization	843,654	709,990
Interest on notes and bonds payable	296,143,803	321,288,072
(Increase) in investment in rental property, net	(7,608,650)	(12,031,007)
Decrease in mortgage and other loans receivable	147,608,069	157,012,267
Increase in allowance for loan loss	31,810,763	21,038,500
(Decrease) in net deferred loan fees	(6,106,029)	(3,113,856)
(Increase) decrease in interest receivable – mortgage and other loans	1,673,824	(32,728)
(Increase) decrease in other real estate owned	18,527,554	(11,429,284)
Decrease in Housing Choice Voucher contributions payable	286,531	205,353
(Increase) decrease in other assets	2,604,205	(766,660)
Increase (decrease) in accounts payable and other liabilities	3,800,123	(4,302,239)
(Decrease) in escrows and project reserves	(26,532,384)	(6,470,908)
Net cash provided by operating activities	\$ 536,117,591	545,922,324
Supplemental disclosure of noncash activity:		
Increase in other real estate owned as a result of loan foreclosures	\$ 77,098,705	82,738,794

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Notes to Basic Financial Statements

June 30, 2012 and 2011

(1) Organization and Summary of Significant Accounting Policies

(a) Organization

The Virginia Housing Development Authority (the Authority) was created under the Virginia Housing Development Authority Act, as amended (the Act) enacted by the 1972 Session of the Virginia General Assembly. The Act empowers the Authority, among other authorized activities, to finance the acquisition, construction, rehabilitation and ownership of housing intended for occupancy or ownership, or both, by families of low or moderate income. Mortgage loans are generally financed by the proceeds of notes, bonds, or other debt obligations of the Authority or by Ginnie Mae mortgage backed securities (see (g) below). The notes, bonds and other debt obligations do not constitute a debt or grant or loan of credit of the Commonwealth of Virginia (the Commonwealth), and the Commonwealth is not liable for the repayment of such obligations.

For financial reporting purposes, the Authority is a component unit of the Commonwealth. The accounts of the Authority, along with other similar types of funds, are combined to form the Enterprise Funds of the Commonwealth. The Authority reports all of its activities as one enterprise fund, in accordance with U.S. generally accepted accounting principles (GAAP). See note 2 for further discussion.

(b) Measurement Focus and Basis of Accounting

The Authority utilizes the economic resources measurement focus and accrual basis of accounting in preparing its basic financial statements where revenues are recognized when earned and expenses when incurred. The accounts are organized on the basis of funds and groups of funds, which are set up in accordance with the authorizing act and the various note and bond resolutions. As provided for in GAAP, the Authority has elected not to apply Financial Accounting Standards Board pronouncements issued after November 30, 1989.

(c) Use of Estimates

The preparation of basic financial statements, in conformity with GAAP, requires management to make estimates and judgments that affect reported amounts of assets and liabilities and the disclosures of contingencies at the date of the basic financial statements and revenues and expenses recognized during the reporting period. Actual results could differ from those estimates.

(d) Investments

Investments are reported at fair market value on the Statements of Net Assets, with changes in fair market value recognized in investment income in the Statements of Revenues, Expenses, and Changes in Net Assets. Fair market value is determined by reference to published market prices and quotations from national security exchanges and securities pricing services.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Notes to Basic Financial Statements

June 30, 2012 and 2011

(e) Derivative Instruments

Forward sales securities commitments are utilized to hedge changes in fair value of mortgage loan inventory and commitments to originate mortgage loans. At June 30, 2012 the Authority had executed 16 forward sales transactions with a \$66,311,853 notional amount with seven counterparties with concentrations and ratings (Standard & Poor's, Moody's Investors Service) as shown in note 9. The forward sales will settle by August 20, 2012. These contracts are treated as investment derivative instruments in accordance with Governmental Accounting Standards Board (GASB) Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*.

(f) Investment in Rental Property

Investment in rental property represents several multi-family apartment complexes, including the related property, furniture, and equipment. These assets are recorded at cost and are depreciated using the straight-line method over the estimated useful lives, which are 30 years for buildings, 15 years for building improvements and from 5 to 10 years for furniture and equipment. The investments are carried net of accumulated depreciation of \$11,513,873 as of June 30, 2012 and \$14,236,447 as of June 30, 2011. These investments are also tested for impairment when triggers are identified.

(g) Mortgage and Other Loans Receivable

Mortgage and other loans receivable are stated at their unpaid principal balance, net of deferred loan fees and costs and an allowance for loan losses. The Authority charges loan fees to mortgagors. These fees, net of direct costs, are deferred and amortized, using the interest method, over the contractual life of the loans as an adjustment to yield. The interest method is computed on a loan-by-loan basis and any unamortized net fees on loans fully repaid or restructured are recognized as income in the year in which such loans are repaid or restructured.

The Authority is an "Issuer" in the Government National Mortgage Association (Ginnie Mae) Mortgage-Backed Securities (MBS) programs. Through the Ginnie Mae MBS Programs, Ginnie Mae guarantees securities that are backed by pools of mortgage loans originated or purchased by the Authority. These mortgage loan securitizations are treated as sales for accounting and reporting purposes. Upon the sale, the Authority no longer recognizes the mortgage loans receivable in the Statements of Net Assets.

(h) Allowance for Loan Losses

The Authority provides for losses when a specific need for an allowance is identified. The provision for loan losses charged or credited to operating expense is the amount necessary, in management's judgment, to maintain the allowance at a level it believes sufficient to cover losses in collection of loans. Estimates of future losses involve the exercise of management's judgment and assumptions with respect to future conditions. The principal factors considered by management in determining the adequacy of the allowance are the composition of the loan portfolio, historical loss experience and delinquency statistics, economic conditions, the value and adequacy of collateral, and the current level of the allowance. The provision for loan losses approximated \$31,810,763 and \$21,038,500 for the years ended June 30, 2012 and 2011, respectively.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Notes to Basic Financial Statements

June 30, 2012 and 2011

(i) **Property, Furniture, and Equipment**

Capital assets are capitalized at cost and depreciation is provided on the straight-line basis over the estimated useful lives, which are 30 years for buildings and from 3 to 10 years for furniture and equipment. The capitalization threshold for property, furniture, and equipment was \$1,000 for the years ended June 30, 2012 and 2011.

Certain costs associated with internally generated computer software are treated as capital assets in accordance with GASB Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*. The capitalization threshold for internally generated computer software is \$1,000,000. Once the software is ready for its intended use, these costs are amortized on a straight-line basis over the software's expected useful life of 3 to 5 years.

(j) **Bond Issuance Expense**

Costs related to issuing bonds are capitalized in the related bond group and are amortized on the straight-line basis, which approximates the effective interest method, over the lives of the bonds.

(k) **Other Real Estate Owned**

Other real estate owned represents current investments in single family dwellings and rental property, acquired primarily through foreclosure, and is stated at the lower of cost or fair value less estimated disposal costs. Gains and losses from the disposition of other real estate owned are reported separately in the Statements of Revenues, Expenses, and Changes in Net Assets.

(l) **Notes and Bonds Payable**

Notes and bonds payable are stated at their unpaid balance less any unamortized premiums or discounts. Bond premiums and discounts are amortized over the lives of the issues using the interest method. The Authority generally has the right to specially redeem bonds, without premium, upon the occurrence of certain specified events, such as the prepayment of a mortgage loan. The Authority also has the right to optionally redeem the various bonds. The optional redemptions generally cannot be exercised until the bonds have been outstanding for approximately ten years. All issues generally have term bonds, which are subject to partial redemption, without premium, from mandatory sinking fund installments.

(m) **Retirement Plans**

The Authority has three defined contribution employees' retirement savings plans covering substantially all employees. Retirement expense is fully funded as incurred. To the extent terminating employees are less than 100% vested in the Authority's contributions, the unvested portion is forfeited and redistributed to the remaining participating employees.

The Authority also provides postretirement healthcare benefits under a defined benefit plan to all employees who have met the years of service requirement and who retire from the Authority on or after attaining age 55 or become permanently disabled.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Notes to Basic Financial Statements

June 30, 2012 and 2011

(n) **Compensated Absences**

Authority employees are granted vacation and sick pay in varying amounts as services are provided. Employees may accumulate, subject to certain limitations, unused vacation and sick pay earned and, upon retirement, termination, or death, may be compensated for certain amounts at their then current rates of pay. The amount of vacation and sick pay recognized as expense is the amount earned each year.

(o) **Pass-Through Revenues and Expenses**

U.S. Department of Housing and Urban Development – Project Based Section 8

As the Commonwealth's administrator for the U.S. Department of Housing and Urban Development's (HUD) Section 8 New Construction and Substantial Rehabilitation program, the Authority requisitions Section 8 funds, makes disbursements of Housing Assistance Payments (HAP) funds to landlords of eligible multi-family developments, and recognizes administrative fee income. The Authority received and disbursed pass-through grants totaling \$69,481,674 and \$73,281,181 during the years ended June 30, 2012 and 2011, respectively.

U.S. Department of Housing and Urban Development – Housing Counseling Assistance Program

The Authority serves as an administrator for thirty HUD-approved Housing Counseling Agencies in Virginia. The Housing Counseling Assistance Program provides counseling to consumers on seeking, financing, maintaining, renting, or owning a home. The Authority received and disbursed pass-through grants totaling \$120,284 and \$133,608 during fiscal years 2012 and 2011, respectively.

National Foreclosure Mitigation Counseling

The Authority is a grantee of NeighborWorks America, a national nonprofit organization created by the U.S. Congress to provide financial support, technical assistance, and training for community-based revitalization efforts. As a grantee in the National Foreclosure Mitigation Counseling program, the Authority assists nonprofit agencies by distributing NeighborWorks funds administered by the Authority. The Authority received and disbursed pass-through grants totaling \$326,180 during fiscal year 2012 and \$180,917 during fiscal year 2011.

Emergency Homeowners Loan Program

The Authority is also a grantee of NeighborWorks America for the Emergency Homeowners Loan Program which provides mortgage payment relief to eligible homeowners experiencing a decrease in income of at least 15 percent, directly resulting from involuntary unemployment or underemployment due to adverse economic conditions and/or a medical emergency. The Authority received and disbursed assistance of \$142,367 during fiscal year 2012, the first and only year of the program.

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U.S. Department of the Treasury – Low-Income Housing Grants in Lieu of Tax Credit Allocations for 2009 (Tax Credit Exchange)

As the housing credit administrator for the Commonwealth, the Authority administers the Tax Credit Exchange program, which was created by the American Recovery and Reinvestment Act of 2009. Grants are received by the Authority and issued to finance the acquisition or construction of qualified low-income housing projects. The Authority received and disbursed \$14,603,896 of assistance during fiscal year 2012 and \$62,727,617 during fiscal year 2011.

U.S. Department of Housing and Urban Development – Tax Credit Assistance Program

The Tax Credit Assistance Program (TCAP) provides grant funding for capital investment in Low Income Housing Tax Credit (LIHTC) projects via a formula-based allocation to state housing credit allocation agencies. The housing credit agencies in each state distribute these funds competitively and according to their qualified allocation plan. As the housing credit administrator in the Commonwealth, the Authority received and disbursed \$2,136,594 of assistance during fiscal year 2012 and \$21,465,568 during fiscal year 2011.

(p) Housing Choice Voucher Program

The Authority serves as an administrator for HUD's Section 8 Housing Choice Voucher program, consisting of the voucher program as well as other tenant-based assistance programs. The Authority requisitions Section 8 funds, makes disbursements of funds to eligible participants, and recognizes administrative fee income. HUD changed the revenue recognition methodology, effective January 1, 2012, requiring the Authority to record a liability for the Authority's obligation for undisbursed funds to Section 8 participants. Program income and program expenses are recognized as pass-through grants, based upon the amount of allowable housing assistance payments (HAP) disbursements.

Prior to January 1, 2012, receipts and disbursements of the voucher program were recorded in totality as corresponding program income and program expense in the Statements of Revenues, Expenses and Changes in Net Assets. Excess HAP or administrative funds disbursed to the Authority were recorded as revenue and unrestricted net assets in the Statements of Net Assets. Cumulative excess HAP and administrative funds totaled \$2,738,104 and \$654,437, respectively, as of June 30, 2012 and \$5,299,533 and \$893,204, respectively, as of June 30, 2011. HUD monitors the utilization of these excess funds and adjusts funding levels prospectively to assure all funds are being used to serve as many families up to the number of vouchers authorized by the program.

(q) Commonwealth Priority Housing Fund

The Commonwealth Priority Housing Fund, established by the 1988 Session of the Virginia General Assembly, uses funds provided by the Commonwealth in that Session to make loans and grants for a wide variety of housing initiatives. The Department of Housing and Community Development develops the program guidelines and the Authority acts as administrator for the Fund. The balances associated with the Commonwealth Priority Housing Fund are recorded in assets and liabilities in the amounts of \$7,960,063 and \$8,120,327 as of June 30, 2012 and 2011, respectively.

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(r) Cash Equivalents

For purposes of the Statements of Cash Flows, cash equivalents consist of investments with original maturities of three months or less from the date of purchase.

(s) Rebutable Arbitrage

Rebutable arbitrage involves the investment of proceeds from the sale of tax-exempt debt in a taxable investment that yields a higher rate than the rate of the debt. This results in investment income in excess of interest costs. Federal law requires such income be rebated to the government if the yield from these earnings exceeds the effective yield on the related tax-exempt debt issued. Arbitrage must be calculated, reported and paid every five years or at maturity of the debt, whichever is earlier. However, the potential liability is calculated annually for financial reporting purposes.

(t) Statements of Net Assets

The assets presented in the Statements of Net Assets represent the total of similar accounts of the Authority's various groups (note 2). Since the assets of certain of the groups are restricted by the related debt resolutions, the total does not indicate that the combined assets are available in any manner other than that provided for in the resolutions for the separate groups. When both restricted and unrestricted resources are available for use, the Authority's policy is to use restricted resources first, and thereafter unrestricted resources as needed.

(u) Operating and Nonoperating Revenues and Expenses

The Authority's Statements of Revenues, Expenses, and Changes in Net Assets distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally are a result from financing the acquisition, construction, rehabilitation, and ownership of housing intended for occupancy and ownership, by families of low or moderate income or as a result from the ownership of certain multi-family housing rental properties. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

(2) Basis of Presentation

The accounts of the Authority are presented in a single proprietary fund set of basic financial statements consisting of various programs. The Authority's activities include the following programs:

(a) General Operating Accounts

The General Operating Accounts consist of a group of accounts used to record the receipt of income not directly pledged to the repayment of specific notes and bonds and the payment of expenses related to the Authority's administrative functions.

(b) Rental Housing Bond Groups

The proceeds of the Rental Housing Bonds are used to finance construction and permanent loans on multi-family development projects, as well as, permanent financing for owned rental property.

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(c) VHDA General Purpose Bond Group

The proceeds of the VHDA General Purpose Bonds are used to finance construction and permanent loans on multi-family projects, loans on single-family dwellings, as well as, permanent financing for owned rental property and the Authority's office facilities.

(d) Commonwealth Mortgage Bond Group

The proceeds of Commonwealth Mortgage Bonds are used to purchase or make long-term loans to owner occupants of single-family dwelling units, as well as, temporary financing for other real estate owned.

(e) Homeownership Mortgage Bond Group

The Homeownership Mortgage bond group was established to encompass the Authority's participation in the U.S. Department of the Treasury's New Issue Bond Program, which was created to assist state and local housing finance agencies in acquiring cost-effective mortgage loan capital. The proceeds of Homeownership Mortgage Bonds are used to purchase or make long-term loans to owner occupants of single family dwelling units.

(3) Restricted Assets

Restricted assets are primarily assets held for the benefit of the respective bond owners and include mortgage loans and investments. Certain assets are held on behalf of Federal programs or housing initiatives of the Commonwealth.

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Restricted assets as of June 30, 2012 and 2011 were as follows:

	<u>June 30</u>	
	<u>2012</u>	<u>2011</u>
Current assets:		
Cash and cash equivalents	\$ 677,983,919	1,381,441,924
Investments	868,227	—
Interest receivable – investments	540,748	447,139
Mortgage and other loans receivable	175,125,398	164,681,060
Interest receivable – mortgage and other loans	35,555,714	37,213,059
Other real estate owned	26,944,266	45,339,820
Other assets	4,571,911	5,974,514
	<u>921,590,183</u>	<u>1,635,097,516</u>
Total current assets		
Noncurrent assets:		
Investments	124,179,493	106,991,478
Mortgage and other loans receivable	7,634,961,349	7,803,700,151
Less allowance for loan loss	152,850,790	119,132,375
Less net deferred loan fees	17,745,323	23,719,341
	<u>7,464,365,236</u>	<u>7,660,848,435</u>
Mortgage and other loans receivable, net		
Investment in rental property, net	69,058,381	58,338,543
Property, furniture, and equipment, less accumulated depreciation and amortization of \$14,580,700 and \$14,695,173, respectively	15,456,398	15,460,494
Unamortized bond issuance expenses	3,892,310	5,001,446
	<u>7,676,951,818</u>	<u>7,846,640,396</u>
Total noncurrent assets		
Total restricted assets	<u>\$ 8,598,542,001</u>	<u>9,481,737,912</u>

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(4) Mortgage and Other Loans Receivable

Substantially all mortgage and other loans receivable are secured by first liens on real property within the Commonwealth. The following are the interest rates and typical loan terms by loan program or bond group for the major loan programs:

<u>Loan program/bond group</u>	<u>Interest rates</u>	<u>Initial loan terms</u>
General Operating Accounts	0% to 9.14%	Thirty to forty years
Rental Housing Bond Group	0% to 13.13%	Thirty to forty years
VHDA General Purpose Bond Group	0% to 13.92%	Thirty to forty years
Commonwealth Mortgage Bond Group	2.00% to 13.70%	Thirty years
Homeownership Mortgage Bond Group	2.75% to 5.88%	Thirty years

Commitments to fund new loans and monies available to provide future loans were as follows at June 30, 2012:

	<u>Committed</u>	<u>Uncommitted</u>
General Operating Loan Programs	\$ 8,954,942	—
VHDA General Purpose Bond Group	—	—
Rental Housing Bond Group	109,405,729	—
Commonwealth Mortgage Bond Group	124,947,440	11,730,492
Homeownership Bond Group	—	50,650,250
Total	<u>\$ 243,308,111</u>	<u>62,380,742</u>

Uncommitted funds represent the excess of net current funds over existing loan commitments.

(5) Cash, Cash Equivalents, and Investments

Cash includes cash on hand and amounts in checking accounts, which are insured by the Federal Depository Insurance Corporation or are collateralized under provisions of the Virginia Security for Public Deposits Act. At June 30, 2012 and 2011, the carrying amount of the Authority's deposits was \$72,663,980 and \$169,508,196 respectively. The associated bank balance of the Authority's deposits was \$71,414,368 and \$172,003,480 at June 30, 2012 and 2011, respectively. The difference between the carrying amount and the bank balance is due to outstanding checks, deposits in transit, and other reconciling items.

Cash equivalents include investments with original maturities of three months or less from date of purchase. Investments consist of U.S. government and agency securities, municipal tax-exempt securities, corporate notes, and various other investments for which there are no securities as evidence of the investment. Investments in the bond funds consist of those permitted by the various resolutions adopted by the Authority. At June 30, 2012 and 2011, total cash equivalents were \$608,996,604 and \$1,221,601,716, respectively.

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Investments as of June 30, 2012 and 2011 are classified in the statements of net assets as follows:

	<u>June 30</u>	
	<u>2012</u>	<u>2011</u>
Current investments	\$ 3,711,993	4,523,890
Noncurrent investments	193,714,399	159,697,319
Total investments	<u>\$ 197,426,392</u>	<u>164,221,209</u>

The Investment of Public Funds Act of the Code of Virginia permits political subdivisions of the Commonwealth to invest in open repurchase agreements and money market securities that are collateralized with securities that are approved for direct investment. Within the permitted statutory framework, the Authority's investment policy requires securities collateralizing repurchase agreements to maintain a fair value at least equal to 102% of the cost and accrued interest of the repurchase agreement, and no more than 2% of the Authority's total assets may be invested in any one entity, exclusive of overnight repurchase agreements and short term investments with a maturity not to exceed six months.

As a means of limiting its exposure to fair value losses arising from rising interest rates, the Authority's investment policy is to hold all investments to maturity and to limit the length of an investment at purchase, to coincide with expected timing of its use.

(a) Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt instruments will adversely affect the fair value of an investment. Investments with interest rates that are fixed for longer periods are likely to be subject to more variability in their fair values as a result of future changes in interest rates. As a means of communicating interest rate risk, the Authority has elected the segmented time distribution method of disclosure, which requires the grouping of investment cash flows into sequential time periods in tabular form.

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As of June 30, 2012, the Authority had the following investments (including cash equivalents) and maturities:

Investment type	Less than 1 year	1 – 5 years	6 – 10 years	Over 10 years	Fair value
Corporate notes	\$ 868,227	—	—	—	868,227
Municipal securities	13,152,766	5,063,930	—	—	18,216,696
Asset-backed securities	—	—	—	27,836,860	27,836,860
Agency-mortgage backed securities	—	—	—	160,813,609	160,813,609
US Government & Agency Securities	169,926,700	—	—	—	169,926,700
Money market securities	427,366,300	—	—	—	427,366,300
Other interest-bearing securities	1,394,604	—	—	—	1,394,604
Total investments	\$ 612,708,597	5,063,930	—	188,650,469	806,422,996

As of June 30, 2011, the Authority had the following investments (including cash equivalents) and maturities:

Investment type	Less than 1 year	1 – 5 years	6 – 10 years	Over 10 years	Fair value
Corporate notes	\$ —	900,281	—	—	900,281
Municipal securities	10,123,945	3,483,677	—	—	13,607,622
Asset-backed securities	—	—	—	33,972,505	33,972,505
Agency-mortgage backed securities	—	—	—	116,410,801	116,410,801
US Government & Agency Securities	—	—	—	—	—
Money market securities	726,732,148	—	—	—	726,732,148
Other interest-bearing securities	494,199,568	—	—	—	494,199,568
Total investments	\$ 1,231,055,661	4,383,958	—	150,383,306	1,385,822,925

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(b) Credit Risk

Credit risk is the risk that an issuer or other counterparties to an investment will not fulfill its obligations. The Authority places emphasis on securities of high credit quality and marketability. The following table presents investment exposure to credit risk by investment type as of June 30, 2012:

Investment type	Amount	S & P/ Moody's rating	Percentage of total investments
Money Market Securities	\$ 426,866,300	P-1	52.93%
U S Government & Agency	169,926,700	Aaa	21.07%
Agency Mortgage Backed Securities	160,813,609	Aaa	19.94%
Asset Backed Securities	18,766,710	Caa1	2.33%
Municipal Securities	10,309,000	NR	1.28%
Municipal Securities	6,013,153	Aaa	0.74%
Asset Backed Securities	3,676,416	Caa2	0.46%
Asset Backed Securities	1,641,489	Ba2	0.20%
Municipal Securities	1,525,995	Aa1	0.19%
Asset Backed Securities	1,524,020	Caa3	0.19%
Other Interest Bearing Instruments	1,394,604	Aaa	0.17%
Asset Backed Securities	884,700	A1	0.11%
Asset Backed Securities	869,128	Ca	0.11%
Corporate Notes	868,227	A2	0.11%
Money Market Securities	500,000	Aaa	0.06%
Asset Backed Securities	474,397	Baa2	0.06%
Municipal Securities	368,548	Aa2	0.05%
Total investments	\$ 806,422,996		100.00%

(6) Property, Furniture, and Equipment

Activity in the property, furniture, and equipment accounts for the year ended June 30, 2012 was as follows:

	Balance June 30, 2011	Additions	Disposals	Transfers	Balance June 30, 2012
Land	\$ 2,935,815	—	—	—	2,935,815
Building	31,107,556	11,344	—	—	31,118,900
Furniture and equipment	13,042,276	2,255,869	(969,360)	1,718,539	16,047,324
Motor vehicles	421,688	97,979	(32,602)	—	487,065
Construction in progress	930,968	1,396,979	—	(1,718,539)	609,408
	\$ 48,438,303	3,762,171	(1,001,962)	—	51,198,512

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Activity in the related accumulated depreciation and amortization accounts during the year ended June 30, 2012 was as follows:

	Balance June 30, 2011	Additions	Disposals	Balance June 30, 2012
Building	\$ (14,420,363)	(777,933)	—	(15,198,296)
Furniture and equipment	(8,685,510)	(2,467,153)	960,128	(10,192,535)
Motor vehicles	(332,490)	(65,500)	32,602	(365,388)
	<u>\$ (23,438,363)</u>	<u>(3,310,586)</u>	<u>992,730</u>	<u>(25,756,219)</u>

Activity in the property, furniture, and equipment accounts for the year ended June 30, 2011 was as follows:

	Balance June 30, 2010	Additions	Disposals	Transfers	Balance June 30, 2011
Land	\$ 2,935,815	—	—	—	2,935,815
Building	30,681,045	426,511	—	—	31,107,556
Furniture and equipment	16,873,307	998,314	(6,794,436)	1,965,091	13,042,276
Motor vehicles	421,688	—	—	—	421,688
Construction in progress	990,257	1,905,802	—	(1,965,091)	930,968
	<u>\$ 51,902,112</u>	<u>3,330,627</u>	<u>(6,794,436)</u>	<u>—</u>	<u>48,438,303</u>

Activity in the related accumulated depreciation and amortization accounts during the year ended June 30, 2011 was as follows:

	Balance June 30, 2010	Additions	Disposals	Balance June 30, 2011
Building	\$ (13,615,443)	(804,920)	—	(14,420,363)
Furniture and equipment	(13,503,934)	(1,932,801)	6,751,225	(8,685,510)
Motor vehicles	(282,912)	(49,578)	—	(332,490)
	<u>\$ (27,402,289)</u>	<u>(2,787,299)</u>	<u>6,751,225</u>	<u>(23,438,363)</u>

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(7) Notes and Bonds Payable

Notes and bonds payable at June 30, 2012 and 2011 and changes for the year ended June 30, 2012 were as follows:

Description	Balance at June 30, 2011	Issued	Retired	Balance at June 30, 2012
(Dollar amounts shown in thousands)				
General operating accounts:				
Revolving line of credit:				
Bank of America				
floating daily rate (rate of 1.193% at June 30, 2012) termination date of December 1, 2012	\$ 40,000	84,500	50,000	74,500
Federal Home Loan Bank				
floating daily rate (rate of 0.26% at June 30, 2012) no fixed maturity	494,171	469,365	928,536	35,000
Total general operating accounts	<u>\$ 534,171</u>	<u>553,865</u>	<u>978,536</u>	<u>109,500</u>
Rental housing bond group:				
2001 Series A/B, dated January 9, 2001, 5.80% effective interest rate, final due date March 1, 2025	12,970	—	12,970	—
2001 Series C/D, dated March 22, 2001, 5.25% effective interest rate, final due date June 1, 2024	6,790	—	6,790	—
2001 Series E/F/G, dated April 26, 2001, 5.32% effective interest rate, final due date June 1, 2025	10,280	—	10,280	—
2001 Series H/I, dated July 31, 2001, 5.25% effective interest rate, final due date July 1, 2025	39,250	—	39,250	—
2001 Series J/K/L, dated October 23, 2001, 6.06% effective interest rate, final due date December 1, 2025	49,460	—	49,460	—
2001 Series M, dated December 18, 2001, 6.78% effective interest rate, final due date January 1, 2027	35,105	—	35,105	—

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Description	Balance at June 30, 2011	Issued	Retired	Balance at June 30, 2012
(Dollar amounts shown in thousands)				
2001 Series N/O, dated December 18, 2001, 5.40% effective interest rate, final due date January 1, 2027	\$ 29,660	—	29,660	—
2002 Series A, dated April 11, 2002, 6.70% effective interest rate, final due date April 1, 2027	19,360	—	19,360	—
2002 Series B, dated April 11, 2002, 5.30% effective interest rate, final due date April 1, 2027	35,205	—	35,205	—
2002 Series C/D, dated June 27, 2002, 5.21% effective interest rate, final due date September 1, 2027	53,915	—	53,915	—
2002 Series E/F/G, dated December 19, 2002, 3.83% effective interest rate, final due date January 1, 2028	63,750	—	61,280	2,470
2003 Series A/B, dated April 24, 2003, 4.56% effective interest rate, final due date June 1, 2028	44,960	—	23,500	21,460
2003 Series C/D, dated August 5, 2003, 3.87% effective interest rate, final due date November 1, 2028	46,455	—	2,975	43,480
2003 Series E, dated August 5, 2003, 4.84% effective interest rate, final due date November 1, 2028	64,510	—	3,145	61,365
2003 Series F/G, dated December 23, 2003, 5.42% effective interest rate, final due date April 1, 2030	44,225	—	1,465	42,760
2004 Series A/B, dated March 17, 2003, 5.25% effective interest rate, final due date March 1, 2030	14,920	—	485	14,435
2004 Series C, dated April 29, 2004, 5.53% effective interest rate, final due date May 1, 2029	63,430	—	2,180	61,250

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Description	Balance at June 30, 2011	Issued	Retired	Balance at June 30, 2012
(Dollar amounts shown in thousands)				
2004 Series D/E, dated April 29, 2004, 4.72% effective interest rate, final due date May 1, 2029	\$ 44,940	—	1,690	43,250
2004 Series F/G, dated September 2, 2004, 5.78% effective interest rate, final due date September 1, 2030	50,570	—	1,445	49,125
2004 Series H/I/J, dated December 16, 2004, 5.10% effective interest rate, final due date December 1, 2029	34,565	—	1,250	33,315
2005 Series A, dated April 26, 2005, 5.37% effective interest rate, final due date May 1, 2030	35,235	—	1,365	33,870
2005 Series B/C, dated April 26, 2005, 4.58% effective interest rate, final due date May 1, 2031	54,090	—	2,490	51,600
2005 Series D, dated June 14, 2005, 5.52% effective interest rate, final due date September 1, 2033	38,635	—	950	37,685
2005 Series E/F, dated June 14, 2005, 4.60% effective interest rate, final due date September 1, 2039	42,635	—	785	41,850
2005 Series G, dated October 20, 2005, 5.30% effective interest rate, final due date December 1, 2030	83,385	—	2,595	80,790
2005 Series H/I, dated October 20, 2005, 4.45% effective interest rate, final due date December 1, 2030	35,530	—	1,280	34,250
2005 Series J/K, dated December 14, 2005, 5.30% effective interest rate, final due date February 1, 2035	37,140	—	975	36,165

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Description	Balance at	Issued	Retired	Balance at
	June 30, 2011			June 30, 2012
(Dollar amounts shown in thousands)				
2006 Series A, dated May 23, 2006, 4.89% effective interest rate, final due date April 1, 2033	\$ 8,085	—	220	7,865
2006 Series B, dated October 31, 2006, 4.68% effective interest rate, final due date November 1, 2038	22,595	—	425	22,170
2006 Series C, dated December 12, 2006, 5.95% effective interest rate, final due date January 1, 2039	43,675	—	635	43,040
2006 Series D/E/F, dated December 12, 2006, 4.52% effective interest rate, final due date January 1, 2039	79,060	—	1,535	77,525
2007 Series A, dated June 12, 2007, 6.03% effective interest rate, final due date July 1, 2039	117,395	—	1,475	115,920
2007 Series B/C, dated September 20, 2007, 6.16% effective interest rate, final due date November 1, 2038	22,935	—	400	22,535
2008 Series A, dated March 27, 2008, 5.63% effective interest rate, final due date April 1, 2038	194,360	—	3,075	191,285
2009 Series A, dated February 26, 2009, 6.86% effective interest rate, final due date March 1, 2039	71,865	—	1,090	70,775
2009 Series B, dated March 26, 2009, 5.53% effective interest rate, final due date June 1, 2043	28,655	—	405	28,250
2009 Series C/D, dated March 30, 2009, 5.81% effective interest rate, final due date February 1, 2021	334,490	—	27,710	306,780
2009 Series E, dated September 24, 2009, 4.72% effective interest rate, final due date October 1, 2044	52,185	—	2,675	49,510

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Description	Balance at	Issued	Retired	Balance at
	June 30, 2011			June 30, 2012
(Dollar amounts shown in thousands)				
2009 Series F, dated November 25, 2009, 4.85% effective interest rate, final due date December 1, 2044	\$ 49,370	—	1,225	48,145
2010 Series A, dated March 23, 2010, 4.81% effective interest rate, final due date April 1, 2045	21,005	—	650	20,355
2010 Series B, dated April 27, 2010, 4.74% effective interest rate, final due date June 1, 2045	22,750	—	245	22,505
2010 Series C, dated July 28, 2010, 4.62% effective interest rate, final due date August 1, 2045	11,790	—	—	11,790
2010 Series D, dated August 26, 2010, 4.30% effective interest rate, final due date September 1, 2040	33,000	—	—	33,000
2010 Series E, dated October 7, 2010, 4.177% effective interest rate, final due date October 1, 2045	38,405	—	—	38,405
2010 Series F, dated December 2, 2010, 4.85% effective interest rate, final due date January 1, 2041	19,700	—	—	19,700
2011 Series A, dated May 24, 2011, 4.93% effective interest rate, final due date May 1, 2041	11,700	—	—	11,700
2011 Series B, dated September 27, 2011, 4.21% effective interest rate, final due date October 1, 2041	—	17,480	—	17,480
2011 Series C, dated December 8, 2011, 4.25% effective interest rate, final due date December 1, 2038	—	19,500	—	19,500
2011 Series D, dated December 8, 2011, 4.933% effective interest rate, final due date January 1, 2039	—	155,800	—	155,800
2011 Series E, dated December 22, 2011, 4.348% effective interest rate, final due date March 1, 2028	—	156,115	—	156,115

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(Continued)

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June 30, 2012 and 2011

Description	Balance at June 30, 2011		Balance at June 30, 2012	
	Issued	Retired	Issued	Retired
(Dollar amounts shown in thousands)				
2012 Series A, dated February 28, 2012, 3.63% effective interest rate, final due date March 1, 2042		35,000		35,000
	\$ 2,273,990	383,895	443,615	2,214,270
Unamortized premium	6,328			4,941
Total rental housing bonds	<u>2,280,318</u>			<u>2,219,211</u>
General purpose bonds group:				
2002 Series W, dated October 31, 2002, 5.91% effective interest rate, final due date January 1, 2028	61,050	—	61,050	—
2002 Series X/Y/Z, dated October 31, 2002, 4.86% effective interest rate, final due date January 1, 2043	179,200	—	26,690	152,510
2003 Series Q, dated October 30, 2003, 5.65% effective interest rate, final due date October 1, 2028	24,800	—	850	23,950
2003 Series R/S/T/U, dated October 30, 2003 4.68% effective interest rate, final due date October 1, 2038	60,860	—	1,320	59,540
2003 Series V, dated June 26, 2003 4.32% effective interest rate, final due date October 1, 2029	27,775	—	1,950	25,825
	\$ 353,685	—	91,860	261,825
Unamortized premium	1,938			1,756
Total VHDA general purpose bonds	<u>355,623</u>			<u>263,581</u>
Commonwealth mortgage bonds group:				
2001 Series A, dated January 30, 2001, 6.64% effective interest rate, final due date February 25, 2030	\$ 1,015	—	1,015	—

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Description	Balance at June 30, 2011		Balance at June 30, 2012	
	Issued	Retired	Issued	Retired
(Dollar amounts shown in thousands)				
2001 Series H, dated October 18, 2001, 5.37% effective interest rate, final due date July 1, 2036	\$ 183,000	—	183,000	—
2002 Series A, dated January 14, 2002, 6.60% effective interest rate, final due date February 25, 2032	5,277	—	5,277	—
2002 Series B, dated March 20, 2002, 6.17% effective interest rate, final due date August 25, 2030	21,988	—	2,966	19,022
2002 Series E/F/G, dated December 17, 2002, 5.15% effective interest rate, final due date December 25, 2032	19,735	—	2,268	17,467
2003 Series C, dated October 1, 2003, 5.10% effective interest rate, final due date August 25, 2033	1,570	—	255	1,315
2004 Series A, dated March 18, 2004, 4.30% effective interest rate, final due date October 1, 2029	110,880	—	10,490	100,390
2004 Series B, dated June 10, 2004, 5.63% effective interest rate, final due date June 25, 2034	4,897	—	777	4,120
2004 Series C, dated November 2, 2004, 4.21% effective interest rate, final due date January 1, 2031	116,610	—	11,190	105,420
2005 Series A, dated April 21, 2005, 4.31% effective interest rate, final due date October 1, 2031	303,010	—	33,200	269,810
2005 Series B, dated April 21, 2005, 4.92% effective interest rate, final due date July 1, 2042	46,120	—	—	46,120

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Description	Balance at	Issued	Retired	Balance at
	June 30, 2011			June 30, 2012
(Dollar amounts shown in thousands)				
2005 Series C/D/E, dated November 3, 2005, 4.41% effective interest rate, final due date October 1, 2032	\$ 336,670	—	28,100	308,570
2006 Series AB, dated April 27, 2006, 5.86% effective interest rate, final due date March 25, 2036	7,263	—	652	6,611
2006 Series C, dated June 8, 2006, 6.15% effective interest rate, final due date June 25, 2034	35,935	—	5,199	30,736
2006 Series D/E/F, dated July 13, 2006 4.59% effective interest rate, final due date January 1, 2033	482,205	—	38,700	443,505
2007 Series A/B/C/D, dated May 18, 2007 4.80% effective interest rate, final due date January 1, 2036	936,625	—	40,815	895,810
2008 Series A, dated March 25, 2008, 6.06% effective interest rate, final due date March 25, 2038	66,327	—	8,866	57,461
2008 Series B, dated April 10, 2008, 6.09% effective interest rate, final due date March 25, 2038	98,896	—	14,538	84,358
2008 Series C, dated November 18, 2008, 6.39% effective interest rate, final due date June 25, 2038	38,662	—	5,425	33,237
2008 Series D/E, dated December 16, 2008, 6.10% effective interest rate, final due date January 1, 2036	187,910	—	7,155	180,755
2009 Series A, dated November 25, 2009, 4.52% effective interest rate, final due date July 1, 2029	51,750	—	—	51,750
	<u>3,056,345</u>	<u>—</u>	<u>399,888</u>	<u>2,656,457</u>
Unamortized premium	21,998	—	—	24,269
Total commonwealth mortgage bonds group	\$ <u>3,078,343</u>			<u>2,680,726</u>

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Description	Balance at	Issued	Retired	Balance at
	June 30, 2011			June 30, 2012
(Dollar amounts shown in thousands)				
Homeownership mortgage bonds group:				
2009 Series B, dated December 23, 2009, 0.184% effective interest rate, final due date November 1, 2041	\$ 111,970	—	111,970	—
2009 Series B-1, dated February 10, 2010, 4.42% effective interest rate, final due date November 1, 2041	160,990	—	9,600	151,390
2010 Series A, dated February 10, 2010, 3.38% effective interest rate, final due date September 1, 2021	104,130	—	—	104,130
2009 Series B-2, dated October 29, 2010, 3.16% effective interest rate, final due date November 1, 2041	105,000	—	6,000	99,000
2010 Series B, dated October 29, 2010, 2.948% effective interest rate, final due date March 1, 2022	67,500	—	—	67,500
2011 Series B-3, dated June 14, 2011 3.71% effective interest rate, final due date November 1, 2041	105,000	—	2,400	102,600
2011 Series A, dated June 14, 2011 3.27% effective interest rate, final due date March 1, 2024	70,000	—	—	70,000
2009 Series B-4, dated September 27, 2011, 2.68% effective interest rate, final due date November 1, 2041	—	111,970	—	111,970
2011 Series B, dated September 27, 2011, 3.09% effective interest rate, final due date September 1, 2024	—	74,650	—	74,650
	<u>724,590</u>	<u>186,620</u>	<u>129,970</u>	<u>781,240</u>
Unamortized (discount) premium	(675)	—	—	416
Total homeownership mortgage bonds group	\$ <u>723,915</u>			<u>781,656</u>
Total	\$ <u>6,972,370</u>			<u>6,054,674</u>

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Notes and bonds payable at June 30, 2011 and 2010 and changes for the year ended June 30, 2011 were summarized as follows (amounts in thousands):

	<u>June 30, 2010</u>	<u>Issued</u>	<u>Retired</u>	<u>Change in unamortized premium and compound interest payable</u>	<u>June 30, 2011</u>
General operating accounts	\$ 327,990	326,913	120,732	—	534,171
Rental housing bond group	2,423,313	115,074	260,394	2,325	2,280,318
Homeownership mortgage bond group	589,838	350,000	215,700	(223)	723,915
VHDA General purpose bond group	401,099	—	45,585	109	355,623
Commonwealth mortgage bond group	3,325,352	—	250,404	3,395	3,078,343
Total	\$ 7,067,592	791,987	892,815	5,606	6,972,370

Current and noncurrent amounts of notes and bonds payable at June 30, 2012 and 2011 were as follows:

	<u>June 30</u>	
	<u>2012</u>	<u>2011</u>
	(Amount in thousands)	
Notes and bonds payable – current	\$ 388,378	822,573
Bonds payable – noncurrent	5,666,296	6,149,797
Total	\$ 6,054,674	6,972,370

From time to time, the Authority has participated in refundings, in which new debt is issued and the proceeds are used to redeem, generally within ninety days, previously issued debt. Related discounts or premiums previously deferred are recognized in income or expense, respectively. There were no refundings for the years ended June 30, 2012 and 2011.

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The principal payment obligations and associated interest related to all note and bond indebtedness (excluding the effect of unamortized discounts and premium) commencing July 1, 2012 and thereafter are as follows:

<u>Year ending June 30</u>	<u>Original principal</u>	<u>Current interest</u>	<u>Total debt service</u>
2013	\$ 388,377,856	276,409,506	664,787,362
2014	271,400,000	264,007,815	535,407,815
2015	265,995,000	253,607,786	519,602,786
2016	265,070,000	242,861,950	507,931,950
2017	262,430,000	231,882,225	494,312,225
2018 – 2022	1,235,485,000	984,034,731	2,219,519,731
2023 – 2027	997,540,000	719,157,687	1,716,697,687
2028 – 2032	987,292,004	466,171,500	1,453,463,504
2033 – 2037	750,037,878	244,716,771	994,754,649
2038 – 2042	552,234,250	59,061,170	611,295,420
2043 – 2047	47,430,000	3,759,346	51,189,346
Total	\$ 6,023,291,988	3,745,670,487	9,768,962,475

The Authority has a \$100 million revolving credit agreement with Bank of America to provide funds for general corporate purposes. The agreement will terminate on December 1, 2012 unless extended by Bank of America and the Authority. All amounts outstanding are due and payable on the termination date. Interest on any advances is charged at a rate equal to the daily floating LIBOR rate for deposits with one month maturity plus a margin ranging from 95 to 125 basis points per annum based upon the Authority's long-term credit ratings. The Authority is in compliance with all debt covenant requirements. At June 30, 2012 and 2011, there were \$74.5 million and \$40.0 million amounts outstanding, respectively.

The Authority has a \$150 million revolving credit agreement with the Bank of Nova Scotia to provide funds for general corporate purposes. The term of the agreement expires on November 28, 2013. Interest on any advances is charged at rate equal to the daily floating LIBOR rate for deposits with one month maturity plus a margin ranging from 25 basis points to 150 basis points, based upon the Authority's long-term credit ratings and the duration outstanding. All amounts outstanding on the terminated date or upon written request of the Authority may be converted into a 5 year term. At June 30, 2012 and 2011, there were no amounts outstanding.

The Authority maintains a credit agreement with the Federal Home Loan Bank (FHLB) of Atlanta, whereby FHLB of Atlanta may advance funds that are secured by government agency securities held in FHLB of Atlanta. Interest on any advance is charged under a floating daily rate, which amounted to 0.26% on June 30, 2012 and there is a maximum maturity for any advance of twenty-four months. The Authority is in compliance with all debt covenant requirements. At June 30, 2012, \$35.0 million was outstanding and \$494.2 million was outstanding at June 30, 2011.

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(8) Escrows and Project Reserves

Escrows and project reserves represent amounts held by the Authority as escrows for insurance, real estate taxes and completion assurance, and as reserves for replacement and operations (note 14). The Authority invests these funds and, for project reserves, allows earnings to accrue to the benefit of the mortgagor. At June 30, 2012 and 2011, these escrows and project reserves were presented in the Authority's Statements of Net Assets as follows:

	June 30	
	2012	2011
Escrows – current	\$ 45,156,796	44,752,270
Project reserves – noncurrent	139,385,475	166,442,678
Total	<u>\$ 184,542,271</u>	<u>211,194,948</u>

(9) Derivative Instruments

The Authority has entered into forward sales contracts for the delivery of Ginnie Mae securities in order to lock in the sales price for the securitization of certain single-family mortgage loans. The contracts offset changes in interest rates between the time of the loan reservations and the securitization of such loans into Ginnie Mae securities. These contracts are considered investment derivative instruments, such that their change in fair value is reported as investment derivative losses on the Statement of Revenues, Expenses, and Changes in Net Assets.

The outstanding forward contracts, summarized by counterparty as of June 30, 2012, were as follows:

Counterparty Rating	Count	Par	Concentration	Notional Amount	Market Value	Fair Value Asset (Liability)
BBB/Baa2	1	\$ 1,600,000	2.5%	\$ 1,636,500	\$ 1,652,320	\$ (15,820)
A/A2	2	10,500,000	16.6%	10,795,312	10,909,600	(114,288)
BBB/Baa2	1	1,400,000	2.2%	1,463,219	1,488,340	(25,121)
AA-/A2	5	26,100,000	41.2%	27,553,758	27,765,110	(211,352)
A-/Baa2	2	3,300,000	5.2%	3,425,250	3,467,230	(41,980)
BBB+/A2	3	3,900,000	6.2%	4,033,126	4,128,990	(95,864)
BBB/Baa3	2	16,500,000	26.1%	17,404,688	17,536,650	(131,962)
	<u>16</u>	<u>\$63,300,000</u>	100.0%	<u>\$ 66,311,853</u>	<u>\$ 66,948,240</u>	<u>\$ (636,387)</u>

There were no outstanding forward contracts as of June 30, 2011.

(10) Investment Income and Arbitrage Liabilities

The amount of investment income the Authority may earn with respect to certain tax-exempt bond issues in the Commonwealth Mortgage Bond Group, Homeownership Bond Group, Rental Housing Bond Group, and VHDA General Purpose Bond Group is limited by certain federal legislation. Earnings in excess of the

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allowable amount must be rebated to the U.S. Department of the Treasury. These excess earnings are recorded in accounts payable and other liabilities. Rebates paid were \$1,809,583 and \$389,133 for the years ended June 30, 2012 and 2011, respectively. Remaining liability balances were \$47,173 and \$2,025,383 at June 30, 2012 and 2011, respectively.

(11) Net Assets

Invested in capital assets, net of related debt, represent property, furniture, and equipment, as well as an investment in rental property, less the current outstanding applicable debt. Restricted net assets represent those portions of the total net assets in trust accounts established by the various bond resolutions for the benefit of the respective bond owners. Restricted net assets are generally mortgage loans and funds held for placement into mortgage loans, investments, and funds held for scheduled debt service.

Unrestricted net assets represent those portions of the total net assets set aside to reflect current utilization and tentative plans for future utilization of such net assets. As of June 30, 2012 and 2011, such plans included funds to be available for other loans and loan commitments; for over commitments and over allocations in the various bond issues; for support funds and contributions to bond issues; and for working capital and future operating and capital expenditures. Additional unrestricted net assets commitments include maintenance of the Authority's obligation with regard to the general obligation pledge on its bonds; contributions to future bond issues other than those scheduled during the next year; coverage on the uninsured, unsubsidized multi-family conventional loan program and any unanticipated losses in connection with the uninsured portions of the balance of the single-family and multi-family loans; coverage on the liability exposure of commissioners and officers; the cost of holding foreclosed property prior to resale; costs incurred with the redemption of bonds; single-family loan prepayment shortfalls; and other risks and contingencies.

(12) Employee Benefits Plans

The Authority incurs employment retirement savings expense under two defined contribution plans equal to between 8%-11% of full-time employees' compensation. Total retirement savings expense for the years ended June 30, 2012 and 2011 was \$2,729,698 and \$2,584,237 respectively.

The Authority sponsors a deferred compensation plan available to all employees created in accordance with Internal Revenue Section 457. The Plan permits participants to defer a portion of their salary or wage until future years. The deferred compensation is not available to employees until termination, retirement, or death. The assets of the Plan are in an irrevocable trust with an external trustee and, accordingly, no assets or liabilities are reflected in the Authority's basic financial statements.

As of June 30, 2012 and 2011, included in other liabilities, is an employee compensated absences accrual of \$4,261,506 and \$4,050,459, respectively (note 14).

(13) Other Post-Employment Benefits

Eligible employees may participate in the Virginia Housing Development Authority Retiree Health Care Plan (RHC), a single-employer defined benefit plan. The Authority administers the RHC through the Virginia Housing Development Authority Retiree Health Care Plan Trust (RHC Trust), an irrevocable trust used solely for providing benefits to eligible participants in the RHC. Contributions by the Authority are

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discretionary. Assets of the RHC Trust are irrevocable and legally protected from creditors and dedicated to providing post-employment reimbursement of eligible medical and dental expenses to current and eligible future retirees and their spouses in accordance with the terms of the RHC. Employer contributions are recorded in the year in which they are earned and become measurable. Investments are reported at fair value and are based on published prices and quotations.

Effective January 1, 2006, eligible retirees must be at least 55 years of age with 15 years of service, (or at least 55 years of age with 10 years of service if employed by the Authority prior to such date). RHC participants receive an annual benefit based on age and years of service at retirement and based on a matrix, updated annually for cost-of-living plus 2% not to exceed 150% of the annual premium for preferred provider organization medical plan offered that year if the participant under age 65 or not to exceed 75% or the annual premium if the participant is age 65 or over. The annual benefit may be used to pay for health insurance purchased through the Authority's group plan or elsewhere, and for other eligible medical and dental expenses. For the year ended June 30, 2012, there were approximately 58 participating retirees and spouses and 297 active employees earning service credits in the RHC.

The Authority currently contributes amounts to the RHC Trust sufficient to fully fund the annual required contribution (ARC), an actuarially determined rate in accordance with GAAP. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year plus an amortized amount of unfunded actuarial liabilities (or fund excess) over a period not to exceed thirty years. The ARC for the fiscal year ended June 30, 2012 of \$504,032 was approximately 2.0% of covered payroll.

The actuarially determined values for disclosure in accordance with GASB 45, *Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions*, are as follows:

Fiscal year-end	Beginning net OPEB obligation (asset)	ARC	Interest on OPEB liability	ARC adjustment	Amortization factor	Annual OPEB cost
June 30, 2008	\$ —	753,288	—	—	12.41	753,288
June 30, 2009	(29,738)	895,410	(2,082)	2,316	12.84	895,644
June 30, 2010	(106,007)	964,000	(6,625)	5,038	21.04	962,413
June 30, 2011	(39,238)	980,913	(2,452)	1,865	21.04	980,325
June 30, 2012	(8,913)	504,032	(557)	437	21.04	503,912

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The OPEB cost to the Authority and its contributions and changes in the RHC plan for fiscal years 2008 through 2012 are as follows:

Fiscal year-end	Beginning net OPEB obligation (asset)	Annual OPEB cost	Contribution	Change in net OPEB obligation (asset)	Net OPEB obligation (asset) balance
June 30, 2008	\$ —	753,288	(783,026)	(29,738)	(29,738)
June 30, 2009	(29,738)	895,644	(971,913)	(76,269)	(106,007)
June 30, 2010	(106,007)	962,413	(895,644)	66,769	(39,238)
June 30, 2011	(39,238)	980,325	(950,000)	30,325	(8,913)
June 30, 2012	(8,913)	503,912	(1,054,730)	(550,818)	(559,731)

For the year ended June 30, 2012, the Authority's Annual OPEB cost was \$503,912; the percentage of Annual OPEB Cost Contribution was 195%; and the ending net OPEB asset was \$559,731. For the year ended June 30, 2011, the Authority's Annual OPEB cost was \$980,325; the percentage of Annual OPEB Cost Contribution was 97%; and the ending net OPEB asset was \$8,913.

As of December 31, 2011, the unfunded actuarial accrued liability (UAAL) for benefits was \$1,504,155. The covered payroll (annual payroll of active employees covered by the RHC) was \$24,701,597 and the ratio of the UAAL to the covered payroll was 6.1%. As of December 31, 2011, the actuarial value of net assets held by the RHC Trust was \$13,653,900, the actuarial accrued liability was \$15,158,055, and the funded ratio was 90.1%. As of June 30, 2012, the RHC Trust had \$14,241,647 in net assets. As of June 30, 2011, the RHC Trust had \$12,710,211 in net assets.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Examples include assumptions about mortality and healthcare cost trends. Actuarially determined amounts are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and are subject to continual revisions as actual results are compared with past expectations and revised estimates are made about the future. In the actuarial valuation, the entry age-cost method was used. The December 31, 2011 actuarial assumptions include a 6.25% long term investment rate of return per annum and a 3.5% payroll growth rate. The projected healthcare cost trend is 8.0% initially, reduced by decrements to an ultimate rate of 5.0% after 6 years. The UAAL is being amortized as a level percentage of projected payroll on a closed basis. The UAAL was amortized over 30 years in calculating the fiscal year 2012 ARC.

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(14) Other Long-Term Liabilities

Activity in the Authority's noncurrent liability accounts, other than bonds payable, for the year ended June 30, 2012 was as follows:

	Balance at June 30, 2011	Additions	Decreases	Balance at June 30, 2012
Project reserves	\$ 166,442,678	46,586,914	73,644,117	139,385,475
Commonwealth Priority Housing				
Fund liability	8,005,328	7,536,110	7,706,302	7,835,136
Other liabilities	16,954,686	21,047,469	17,408,866	20,593,289
Compensated absences payable	4,050,459	2,156,124	1,945,077	4,261,506
Total	\$ <u>195,453,151</u>	<u>77,326,617</u>	<u>100,704,362</u>	<u>172,075,406</u>

Activity in the Authority's noncurrent liability accounts, other than bonds payable, for the year ended June 30, 2011 was as follows:

	Balance at June 30, 2010	Additions	Decreases	Balance at June 30, 2011
Project reserves	\$ 174,820,180	77,858,603	86,236,105	166,442,678
Commonwealth Priority Housing				
Fund liability	8,098,766	104,967	198,405	8,005,328
Other liabilities	16,839,387	3,756,706	3,641,407	16,954,686
Compensated absences payable	3,763,412	1,921,427	1,634,380	4,050,459
Total	\$ <u>203,521,745</u>	<u>83,641,703</u>	<u>91,710,297</u>	<u>195,453,151</u>

(15) Contingencies and Other Matters

Certain claims, suits, and complaints arising in the ordinary course of business have been filed and are pending against the Authority. In the opinion of management, all such matters are adequately covered by insurance or, if not so covered, are without merit or are of such kind or involve such amounts as would not have a material adverse effect on the basic financial statements of the Authority.

The Authority participates in several Federal financial assistance programs, principal of which are the HUD loan guarantee programs. Although the Authority's administration of Federal grant programs has been audited in accordance with the provisions of the United States Office of Management and Budget Circular A-133, these programs are still subject to financial and compliance audits. The amount, if any, of expenses which may be disallowed by the granting agencies cannot be determined at this time, although the Authority does not expect such amounts, if any, to be material in relation to its basic financial statements.

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The Authority is exposed to various risks of loss such as theft of, damage to, and destruction of assets, injuries to employees, and natural disasters. The Authority carries commercial insurance for these risks. There have been no significant reductions in insurance coverage from coverage in the prior year, and settled claims have not exceeded the amount of insurance coverage in any of the past three fiscal years.

(16) Subsequent Events

In addition to scheduled issuances and redemptions, the Authority made issuances and redemptions of notes and bonds payable subsequent to June 30, 2012 as follows:

	Issuance / redemption date	Amount
Issues:		
Bank of America, N.A., Revolving Credit Agreement	July 3, 2012	\$ 2,000,000
Bank of America, N.A., Revolving Credit Agreement	July 24, 2012	2,000,000
Bank of America, N.A., Revolving Credit Agreement	August 1, 2012	1,000,000
Bank of America, N.A., Revolving Credit Agreement	August 8, 2012	1,000,000
Bank of America, N.A., Revolving Credit Agreement	August 9, 2012	1,000,000
Bank of America, N.A., Revolving Credit Agreement	August 21, 2012	3,500,000
Rental Housing Bonds, 2012 Series B	August 21, 2012	114,075,000
Bank of America, N.A., Revolving Credit Agreement	September 5, 2012	500,000
Redemptions:		
Rental Housing Bonds, 2003 Series B	September 1, 2012	21,460,000
VHDA General Purpose Bonds, 2002 Series Y	September 1, 2012	12,675,000
VHDA General Purpose Bonds, 2002 Series Z	September 1, 2012	26,000,000

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Required Supplementary Information

Retiree Healthcare Plan – Schedule of Funding Progress by Plan Valuation Date

Actuarial valuation date	Actuarial value of assets	Actuarial accrued liability	Unfunded actuarial accrued liability	Funded ratio	Covered payroll	Unfunded as a percent of covered payroll
December 31, 2007	\$ 8,631,596	10,747,191	2,115,595	80.3%	\$ 20,479,198	10.3%
December 31, 2008	7,880,680	12,016,655	4,135,976	65.6	21,830,868	18.9
December 31, 2009	10,333,985	16,280,849	5,946,864	63.5	22,527,041	26.4
December 31, 2010	12,337,427	17,797,668	5,460,241	69.3	22,973,051	23.8
December 31, 2011	13,653,900	15,158,055	1,504,155	90.1	24,701,597	6.1

The required schedule of funding progress presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

As of December 31, 2011, the unfunded actuarial accrued liability (UAAL) for benefits was \$1,504,155. The covered payroll (annual payroll of active employees covered by the RHC) was \$24,701,597 and the ratio of the UAAL to the covered payroll was 6.1%. As of December 31, 2011, the actuarial value of net assets held by the RHC Trust was \$13,653,900, the actuarial accrued liability was \$15,158,055, and the funded ratio was 90.1%. As of June 30, 2012, the RHC Trust had \$14,241,647 in net assets. As of June 30, 2011, the RHC Trust had \$12,710,211 in net assets.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Examples include assumptions about mortality and healthcare cost trends. Actuarially determined amounts are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and are subject to continual revisions as actual results are compared with past expectations and revised estimates are made about the future. In the actuarial valuation, the entry age-cost method was used. The December 31, 2011 actuarial assumptions include a 6.25% long term investment rate of return per annum and a 3.5% payroll growth rate. The projected healthcare cost trend is 8.0% initially, reduced by decrements to an ultimate rate of 5.0% after 6 years. The UAAL is being amortized as a level percentage of projected payroll on a closed basis. The UAAL was amortized over 30 years in calculating the fiscal year 2012 ARC.

See accompanying independent auditors' report.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Net Assets

June 30, 2012

Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current assets:						
Cash and cash equivalents	\$ 201,837,095	101,417,693	62,294,154	235,113,444	80,998,198	681,660,584
Investments	2,843,766	—	868,227	—	—	3,711,993
Interest receivable – investments	242,445	31,280	20,631	455,286	30,895	780,537
Mortgage and other loans receivable	2,633,149	63,178,464	20,037,400	76,014,477	15,895,056	177,758,546
Interest receivable – mortgage and other loans	1,193,692	16,716,270	1,822,425	14,709,581	2,274,891	36,716,859
Other real estate owned	422,219	6,146,286	1,981,499	18,794,655	—	27,344,659
Other assets	3,140,655	475,815	856,155	2,956,961	—	7,429,586
Total current assets	<u>212,313,021</u>	<u>187,965,808</u>	<u>87,880,491</u>	<u>348,044,404</u>	<u>99,199,040</u>	<u>935,402,764</u>
Noncurrent assets:						
Investments	72,900,400	—	—	120,813,999	—	193,714,399
Mortgage and other loans receivable	105,481,759	2,909,512,751	365,158,342	3,646,920,776	700,666,101	7,727,739,729
Less allowance for loan loss	6,487,921	44,492,094	11,392,269	93,650,126	3,316,301	159,338,711
Less net deferred loan fees	429,704	38,369,553	1,652,336	(16,256,763)	(6,019,804)	18,175,026
Mortgage and other loans receivable, net	<u>98,564,134</u>	<u>2,826,651,104</u>	<u>352,113,737</u>	<u>3,569,527,413</u>	<u>703,369,604</u>	<u>7,550,225,992</u>
Investment in rental property, net	—	61,862,053	7,196,328	—	—	69,058,381
Property, furniture, and equipment, less accumulated depreciation and amortization of \$25,756,219	9,985,895	7,029,786	8,426,612	—	—	25,442,293
Unamortized bond issuance expenses	413,332	452,821	1,002,734	1,096,928	1,339,828	4,305,643
Other assets	3,603,369	—	—	—	—	3,603,369
Total noncurrent assets	<u>185,467,130</u>	<u>2,895,995,764</u>	<u>368,739,411</u>	<u>3,691,438,340</u>	<u>704,709,432</u>	<u>7,846,350,077</u>
Total assets	<u>\$ 397,780,151</u>	<u>3,083,961,572</u>	<u>456,619,902</u>	<u>4,039,482,744</u>	<u>803,908,472</u>	<u>8,781,752,841</u>

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VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Net Assets

June 30, 2012

Liabilities and Net Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current liabilities:						
Notes and bonds payable	\$ 109,500,000	81,295,000	5,850,000	165,532,856	26,200,000	388,377,856
Accrued interest payable on notes and bonds	6,383	32,313,676	5,018,202	46,666,246	4,147,948	88,152,455
Housing Choice Voucher contributions payable	499,436	—	—	—	—	499,436
Escrows	45,156,796	—	—	—	—	45,156,796
Derivative instruments	—	—	—	636,387	—	636,387
Accounts payable and other liabilities	7,980,469	348,157	31,496	7,050,408	—	15,410,530
Total current liabilities	163,143,084	113,956,833	10,899,698	219,885,897	30,347,948	538,233,460
Noncurrent liabilities:						
Bonds payable, net	—	2,137,915,870	257,730,576	2,515,193,497	755,455,947	5,666,295,890
Project reserves	139,385,475	—	—	—	—	139,385,475
Other liabilities	(3,752,912)	31,313,995	4,630,193	498,655	—	32,689,931
Total noncurrent liabilities	135,632,563	2,169,229,865	262,360,769	2,515,692,152	755,455,947	5,838,371,296
Total liabilities	298,775,647	2,283,186,698	273,260,467	2,735,578,049	785,803,895	6,376,604,756
Net assets:						
Invested in capital assets, net of related debt	9,985,895	28,691,090	(2,066,740)	—	—	36,610,245
Restricted by bond indentures	—	772,083,784	185,426,175	1,303,904,695	18,104,577	2,279,519,231
Unrestricted	89,018,609	—	—	—	—	89,018,609
Total net assets	99,004,504	800,774,874	183,359,435	1,303,904,695	18,104,577	2,405,148,085
Total liabilities and net assets	\$ 397,780,151	3,083,961,572	456,619,902	4,039,482,744	803,908,472	8,781,752,841

See accompanying independent auditors' report.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Revenues, Expenses, and Changes in Net Assets

Year ended June 30, 2012

	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Operating revenues:						
Interest on mortgage and other loans receivable	\$ 4,092,714	208,349,006	29,980,525	219,045,082	27,813,259	489,280,586
Pass-through grants income	119,608,753	—	—	—	—	119,608,753
Housing Choice Voucher program income	36,616,431	—	—	—	—	36,616,431
Investment in rental property income	—	11,206,327	3,108,516	—	—	14,314,843
Gains and recoveries on sale of other real estate owned	—	13,210,104	1,942,869	2,758,570	—	17,911,543
Other	9,491,024	850,699	780,657	1,190,992	—	12,313,372
Total operating revenues	<u>169,808,922</u>	<u>233,616,136</u>	<u>35,812,567</u>	<u>222,994,644</u>	<u>27,813,259</u>	<u>690,045,528</u>
Operating expenses:						
Interest on notes and bonds payable	1,237,449	118,053,603	14,897,691	136,776,818	25,178,241	296,143,802
Salaries and related employee benefits	34,530,859	—	—	—	—	34,530,859
General operating expenses	19,118,047	—	—	—	—	19,118,047
Note and bond expenses	393,428	—	—	—	—	393,428
Amortization of bond issuance expenses	6,250	490,506	213,138	92,657	41,104	843,655
Pass-through grants expenses	119,608,753	—	—	—	—	119,608,753
Housing Choice Voucher program expenses	39,416,626	—	—	—	—	39,416,626
External mortgage servicing expenses	921,342	—	1,170	—	—	922,512
Investment in rental property expenses	—	13,537,012	3,759,919	—	—	17,296,931
Losses and expenses on other real estate owned	806,360	7,207,017	3,136,283	48,888,867	166,083	60,204,610
Provision for loan losses	(1,907,652)	(5,083,180)	1,259,732	35,408,645	2,133,218	31,810,763
Total operating expenses	<u>214,131,462</u>	<u>134,204,958</u>	<u>23,267,933</u>	<u>221,166,987</u>	<u>27,518,646</u>	<u>620,289,986</u>
Operating income (expense)	<u>(44,322,540)</u>	<u>99,411,178</u>	<u>12,544,634</u>	<u>1,827,657</u>	<u>294,613</u>	<u>69,755,542</u>
Nonoperating revenues (expenses):						
Investment income	6,372,109	314,284	116,445	10,576,532	406,612	17,785,982
Unrealized loss on derivative instruments	—	—	—	(636,387)	—	(636,387)
Other, net	59,864	—	—	—	—	59,864
Total nonoperating revenues, net	<u>6,431,973</u>	<u>314,284</u>	<u>116,445</u>	<u>9,940,145</u>	<u>406,612</u>	<u>17,209,459</u>
Income (loss) before transfers	<u>(37,890,567)</u>	<u>99,725,462</u>	<u>12,661,079</u>	<u>11,767,802</u>	<u>701,225</u>	<u>86,965,001</u>
Transfers between funds						
Change in net assets	<u>(54,909,279)</u>	<u>172,774,680</u>	<u>19,714,124</u>	<u>(56,342,272)</u>	<u>5,727,748</u>	<u>86,965,001</u>
Total net assets, beginning of year	153,913,783	628,000,194	163,645,311	1,360,246,967	12,376,829	2,318,183,084
Total net assets, end of year	<u>\$ 99,004,504</u>	<u>800,774,874</u>	<u>183,359,435</u>	<u>1,303,904,695</u>	<u>18,104,577</u>	<u>2,405,148,085</u>

See accompanying independent auditors' report.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Net Assets

June 30, 2011

Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current assets:						
Cash and cash equivalents	\$ 720,135,777	99,810,827	32,690,582	322,392,703	216,080,023	1,391,109,912
Investments	4,523,890	—	—	—	—	4,523,890
Interest receivable – investments	319,830	21,737	13,235	397,480	13,192	765,474
Mortgage and other loans receivable	2,519,901	58,740,577	22,441,074	72,850,013	10,649,397	167,200,962
Interest receivable – mortgage and other loans	1,213,703	16,550,757	2,523,371	16,448,953	1,653,900	38,390,684
Other real estate owned	532,393	5,237,444	3,895,488	36,206,888	—	45,872,213
Other assets	6,599,367	808,616	497,976	2,378,913	—	10,284,872
Total current assets	<u>735,844,861</u>	<u>181,169,958</u>	<u>62,061,726</u>	<u>450,674,950</u>	<u>228,396,512</u>	<u>1,658,148,007</u>
Noncurrent assets:						
Investments	65,492,285	6	900,281	93,304,747	—	159,697,319
Mortgage and other loans receivable	96,156,239	2,821,374,836	464,928,000	3,996,654,654	506,791,653	7,885,905,382
Less allowance for loan loss	8,395,573	49,575,274	10,132,537	58,241,481	1,183,083	127,527,948
Less net deferred loan fees	565,049	40,371,008	3,465,760	(16,162,790)	(3,957,971)	24,281,056
Mortgage and other loans receivable, net	<u>87,195,617</u>	<u>2,731,428,554</u>	<u>451,329,703</u>	<u>3,954,575,963</u>	<u>509,566,541</u>	<u>7,734,096,378</u>
Investment in rental property, net	—	50,919,031	7,419,512	—	—	58,338,543
Property, furniture, and equipment, less accumulated depreciation and amortization of \$23,438,363	9,543,542	7,029,786	8,426,612	—	—	24,999,940
Unamortized bond issuance expenses	362,750	1,549,919	1,215,872	1,187,017	1,048,638	5,364,196
Other assets	3,352,291	—	—	—	—	3,352,291
Total noncurrent assets	<u>165,946,485</u>	<u>2,790,927,296</u>	<u>469,291,980</u>	<u>4,049,067,727</u>	<u>510,615,179</u>	<u>7,985,848,667</u>
Total assets	<u>\$ 901,791,346</u>	<u>2,972,097,254</u>	<u>531,353,706</u>	<u>4,499,742,677</u>	<u>739,011,691</u>	<u>9,643,996,674</u>

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VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Net Assets

June 30, 2011

Liabilities and Net Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current liabilities:						
Notes and bonds payable	\$ 534,170,752	81,390,000	11,575,000	177,437,901	18,000,000	822,573,653
Accrued interest payable on notes and bonds	28,822	34,181,206	7,442,780	54,426,243	2,719,409	98,798,460
Housing Choice Voucher contributions payable	212,905	—	—	—	—	212,905
Escrows	44,752,270	—	—	—	—	44,752,270
Accounts payable and other liabilities	7,517,855	406,648	142,632	6,158,849	—	14,225,984
Total current liabilities	<u>586,682,604</u>	<u>115,977,854</u>	<u>19,160,412</u>	<u>238,022,993</u>	<u>20,719,409</u>	<u>980,563,272</u>
Noncurrent liabilities:						
Bonds payable, net	—	2,198,928,491	344,048,132	2,900,905,091	705,915,453	6,149,797,167
Project reserves	166,442,678	—	—	—	—	166,442,678
Other liabilities	(5,247,719)	29,190,715	4,499,851	567,626	—	29,010,473
Total noncurrent liabilities	<u>161,194,959</u>	<u>2,228,119,206</u>	<u>348,547,983</u>	<u>2,901,472,717</u>	<u>705,915,453</u>	<u>6,345,250,318</u>
Total liabilities	<u>747,877,563</u>	<u>2,344,097,060</u>	<u>367,708,395</u>	<u>3,139,495,710</u>	<u>726,634,862</u>	<u>7,325,813,590</u>
Net assets:						
Invested in capital assets, net of related debt	9,456,029	14,878,932	(4,653,985)	—	—	19,680,976
Restricted by bond indentures	—	613,121,262	168,299,296	1,360,246,967	12,376,829	2,154,044,354
Unrestricted	144,457,754	—	—	—	—	144,457,754
Total net assets	<u>153,913,783</u>	<u>628,000,194</u>	<u>163,645,311</u>	<u>1,360,246,967</u>	<u>12,376,829</u>	<u>2,318,183,084</u>
Total liabilities and net assets	<u>\$ 901,791,346</u>	<u>2,972,097,254</u>	<u>531,353,706</u>	<u>4,499,742,677</u>	<u>739,011,691</u>	<u>9,643,996,674</u>

See accompanying independent auditors' report.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Revenues, Expenses, and Changes in Net Assets

Year ended June 30, 2011

	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Operating revenues:						
Interest on mortgage and other loans receivable	\$ 3,037,691	203,403,230	34,252,525	247,993,953	16,439,257	505,126,656
Pass-through grants income	157,788,891	—	—	—	—	157,788,891
Housing Choice Voucher program income	72,812,764	—	—	—	—	72,812,764
Investment in rental property income	—	10,142,060	3,057,622	—	—	13,199,682
Gains and recoveries on sale of other real estate owned	—	594,434	43,617	1,026,930	100	1,665,081
Other	8,594,723	1,503,303	921,843	736,710	—	11,756,579
Total operating revenues	<u>242,234,069</u>	<u>215,643,027</u>	<u>38,275,607</u>	<u>249,757,593</u>	<u>16,439,357</u>	<u>762,349,653</u>
Operating expenses:						
Interest on notes and bonds payable	886,418	131,091,633	19,191,839	155,739,916	14,378,267	321,288,073
Salaries and related employee benefits	33,211,365	—	—	—	—	33,211,365
General operating expenses	18,146,259	201,978	347,888	—	—	18,696,125
Note and bond expenses	546,921	—	—	—	—	546,921
Amortization of bond issuance expenses	32,542	353,861	205,551	88,705	29,330	709,989
Pass-through grants expenses	157,788,891	—	—	—	—	157,788,891
Housing Choice Voucher program expenses	70,943,848	—	—	—	—	70,943,848
External mortgage servicing expenses	480,790	—	4,419	374,640	—	859,849
Investment in rental property expenses	—	11,085,739	3,004,594	—	—	14,090,333
Losses and expenses on other real estate owned	472,410	6,928,129	4,915,778	29,805,149	26,768	42,148,234
Provision for loan losses	5,121,249	4,387,847	(1,911,348)	12,563,573	877,179	21,038,500
Total operating expenses	<u>287,630,693</u>	<u>154,049,187</u>	<u>25,758,721</u>	<u>198,571,983</u>	<u>15,311,544</u>	<u>681,322,128</u>
Operating income (expense)	<u>(45,396,624)</u>	<u>61,593,840</u>	<u>12,516,886</u>	<u>51,185,610</u>	<u>1,127,813</u>	<u>81,027,525</u>
Nonoperating revenues:						
Investment income	3,597,854	5,036,770	142,381	5,955,988	554,474	15,287,467
Other, net	55,037	—	—	—	—	55,037
Total nonoperating revenues	<u>3,652,891</u>	<u>5,036,770</u>	<u>142,381</u>	<u>5,955,988</u>	<u>554,474</u>	<u>15,342,504</u>
Income (loss) before transfers	<u>(41,743,733)</u>	<u>66,630,610</u>	<u>12,659,267</u>	<u>57,141,598</u>	<u>1,682,287</u>	<u>96,370,029</u>
Transfers between funds	28,682,016	87,530,547	5,968,445	(130,391,656)	8,210,648	—
Change in net assets	<u>(13,061,717)</u>	<u>154,161,157</u>	<u>18,627,712</u>	<u>(73,250,058)</u>	<u>9,892,935</u>	<u>96,370,029</u>
Total net assets, beginning of year	<u>166,975,500</u>	<u>473,839,037</u>	<u>145,017,599</u>	<u>1,433,497,025</u>	<u>2,483,894</u>	<u>2,221,813,055</u>
Total net assets, end of year	<u>\$ 153,913,783</u>	<u>628,000,194</u>	<u>163,645,311</u>	<u>1,360,246,967</u>	<u>12,376,829</u>	<u>2,318,183,084</u>

See accompanying independent auditors' report.



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Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

The Board of Commissioners
Virginia Housing Development Authority:

We have audited the basic financial statements of the Virginia Housing Development Authority (the Authority), a component unit of the Commonwealth of Virginia, as of and for the year ended June 30, 2012, and have issued our report thereon dated September 12, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

Management of the Authority is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Authority's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over financial reporting.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.



Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's basic financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of basic financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We noted certain matters that we intend to report to management of the Authority in a separate letter.

This report is intended solely for the information and use of the Board of Commissioners, the Audit Committee, management, federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

September 12, 2012

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis,
Basic Financial Statements, and
Supplementary Information

September 30, 2012 and 2011

(Unaudited)

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis

September 30, 2012 and 2011

(Unaudited)

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

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VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Management's Discussion and Analysis

September 30, 2012 and 2011

(Unaudited)

Management of the Virginia Housing Development Authority (the Authority) offers readers of its financial report this overview and analysis of the Authority's financial performance for the three months ended September 30, 2012 and 2011. Readers are encouraged to consider this information in conjunction with the Authority's basic financial statements, accompanying notes, and supplementary information, which follow this section.

Organization Overview

The Authority is a political subdivision of the Commonwealth of Virginia, created under the Virginia Housing Development Authority Act (the Act) enacted by the General Assembly in 1972, as amended. The Act empowers the Authority to finance the acquisition, construction, rehabilitation, and ownership of affordable housing for home ownership or occupancy by low-or moderate-income Virginians. To raise funds for its mortgage loan operations, the Authority sells tax-exempt and taxable notes and bonds and mortgage backed securities to investors. The notes, bonds, and other indebtedness of the Authority are not obligations of the Commonwealth of Virginia (the Commonwealth) and the Commonwealth is not liable for repayments of such obligations. Furthermore, as a self-sustaining organization, the Authority does not draw upon the general taxing authority of the Commonwealth. Operating revenues are generated primarily from interest on mortgage loans, program administration fees, and investment income from bond proceeds and earnings accumulated since inception.

In addition to its major mortgage loan programs, the Authority also administers, on a fee basis, various other programs related to its lending activities. Such programs include the Housing Choice Voucher program, which provides rental subsidies from federal funds, and the federal Low Income Housing Tax Credit program, which awards income tax credits for the purpose of developing low-income multi-family housing projects. The Authority also funds Resources Enabling Affordable Community Housing (REACH Virginia) initiatives, in which the interest rates on loans are subsidized by the Authority, principally for the elderly, disabled, homeless, and other low-income persons. The amount of net assets used to provide reduced interest rates on mortgage loans or otherwise subsidize its programs is equal to 15% of the average of the Authority's change in net assets, as unadjusted for the effect of Governmental Accounting Standards Board (GASB) No. 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, for the preceding three fiscal years or, commencing with fiscal year 2011, the preceding five fiscal years. The Authority may use a higher amount if determined to be appropriate. The amounts made available to provide reduced interest rates on mortgage loans or otherwise provide housing subsidies, including grants, under its programs are subject to review by the Authority of the impact on its financial position. The Authority finances some, but not all, of such subsidized mortgage loans, in whole or in part, with funds under its various bond resolutions.

Financial Statements

The basic financial statements consist of the Statements of Net Assets, the Statements of Revenues, Expenses and Changes in Net Assets, the Statements of Cash Flows and the accompanying notes.

The *Statements of Net Assets* reports all of the Authority's assets and liabilities, both financial and capital, presented in order of liquidity and using the accrual basis of accounting in conformity with U.S. generally accepted accounting principles. The difference between assets and liabilities is presented as net assets, and is displayed in three components: capital assets, net of related debt; restricted net assets; and unrestricted net assets. Net assets are restricted when external constraints are placed upon their use, such as bond indentures, legal agreements or statutes. Over time, changes in net assets may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.

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The *Statements of Revenues, Expenses, and Changes in Net Assets* identify all the Authority's revenues and expenses for the reporting period, distinguishing between operating and nonoperating activities. This statement measures the success of the Authority's operations over the past year and can be used to determine whether the Authority has successfully recovered all of its costs through mortgage loan income, externally funded programs and other revenue sources.

The *Statements of Cash Flows* provides information about the Authority's cash receipts and cash payments during the reporting period. This statement reports cash transactions, including receipts, payments, and net changes resulting from operations, noncapital financing, capital financing, and investing activities. These statements provide information regarding the sources and uses of cash and the change in cash during the reporting period.

The *Notes to basic Financial Statements* provide additional information that is essential for understanding financial data that may not be displayed on the face of the financial statements and as such, are an integral part of the Authority's basic financial statements.

Financial Highlights

Overview

The Authority has demonstrated exceptional results throughout a continued period of market instability caused by a fluctuating economy. Its loan programs, services and financial condition have remained sound despite a prolonged period of federal intervention in the housing and capital markets, rising delinquencies, foreclosures and loan losses, and nominal investment earnings. Net assets have increased by approximately 4% for two consecutive years, bringing total net assets as of September 30, 2012 to \$2,445 million, or more than 27% of the total assets held by the Authority. Citing the Authority's strong financial position, sound financial practices, active management team, and working relationship with its state legislature, both Standard and Poor's Ratings Services (Standard & Poor's) and Moody's Investors Services (Moody's) rating agencies re-affirmed in July 2012 the Authority's AA+ issuer credit rating and Aa1 general obligation credit rating, respectively.

In its single family loan program, the Authority has been able to offer loans at low interest rates with down-payment assistance for qualified first time homebuyers through the U.S. Treasury's New Issue Bond Program and through securitization of federally-insured and guaranteed loans by the issuance of Ginnie Mae securities. In addition, the Authority initiated Fannie Mae's HFA Preferred Program that is expected to allow the Authority to finance up to \$100 million of single family mortgage loans without government mortgage insurance and, unlike tax-exempt bonds, permits the funding of refinancing loans and loans to borrowers who are not first time homebuyers. In its multi-family loan program, the Authority has continued to fund developments through the issuance of tax-exempt and taxable bonds.

The Authority's servicing efforts for its single family loan portfolio have been focused on working with troubled single family borrowers and mitigating potential foreclosure losses. The Authority has continued to offer borrowers various means, including loan modifications, to prevent foreclosure for otherwise responsible single family borrowers encountering financial hardships. As long as employment levels, wages, and housing values remain unstable in Virginia, challenges for the Authority's single family borrowers are expected to continue. In response to higher single family loan losses, increased reserve requirements for those loans have been established. Additionally, the Authority has provided substantial support to state-wide foreclosure prevention

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awareness and housing policy initiatives, and its homeownership education, underwriting and loss mitigation practices continue to help lessen delinquencies and foreclosures to levels significantly below those for Virginia and the nation.

As part of its servicing of its multi-family loans, the Authority has identified at-risk developments on its watch list or troubled project list in order to assess and mitigate the risk on such developments and to determine the amount to be included in the Authority's Allowance for Loan Loss for such developments. As in the case of single family loans, the Authority offers loss mitigation, including loan modifications, to the borrowers to reduce the risk of default and loss on the multi-family loans. As a result, the delinquencies and defaults on its multi-family loans have been maintained at relatively low levels.

Due to the low interest rate conditions in the market, the Authority has experienced reduced income on its non-mortgage loan investments. The Authority's investments are principally in high quality, short-term securities that bear low yields. As long as the market interest rates on such investments remain low, the Authority's revenues will be adversely impacted.

In summary, the Authority is facing a challenging housing and economic environment but has been able, through capital acquisition initiatives and loss mitigation practices, to continue its lending programs and maintain its financial condition despite that environment.

Three Months Ended September 30, 2012

Homeownership loan originations totaled 966 in the quarter compared to 620 for the same period last year, an increase of 55.8%. The amount of single family mortgage loan production was \$151.09 million, an increase of \$63.81 million, or 73.1%. Mortgage loan production increased year over year, despite a prolonged economic recession, as Virginia recovered lost jobs at a much greater rate than the nation as a whole.

As of September 30, 2012, the Authority serviced 55,757 first and second homeownership mortgage loans with outstanding balances totaling \$5.05 billion. The number of loans serviced increased 1,071 or 2.0%, primarily in the form of second mortgages, since September 30, 2011, while outstanding loan balances decreased \$105.57 million or 2.0% as of the same date.

In the first quarter, there were 144 foreclosures valued at \$16.09 million or 0.32% of the homeownership loan portfolio, compared to a year ago with 179 foreclosures valued at \$23.9 million or 0.45% of loan amounts. Recovery rates averaging 59.4% somewhat mitigated the impact of loan losses. Delinquency rates on the portfolio loan count of first mortgage loans averaged 10.81% for the first quarter, compared to 10.77% a year ago. Delinquency rates based on outstanding loan balances averaged 6.29% and 5.85% in the first quarter ended September 30, 2012 and 2011, respectively.

Financing commitments for 696 rental housing units were made during the quarter, totaling \$26.1 million, compared to 1,020 units totaling \$76.7 million for the same period a year ago. Rehabilitation of properties within the Authority's rental portfolio using taxable and tax-exempt funding provided the majority production. The federal intervention in the housing market continues to hamper the Authority's rental housing production.

As of September 30, 2012, the Authority serviced 1,475 rental mortgage loans with outstanding balances totaling \$3.35 billion. Compared to September 30, 2011, the number of loans in the portfolio decreased by 26 while loan balances decreased \$21.7 million or 0.6%. Delinquency rates based on portfolio loan count averaged 1.15% and

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1.52% in the quarters ended September 30, 2012 and 2011, respectively. The average delinquency rates based on outstanding loan balances were 0.27% or \$8.8 million for the quarter ended September 30, 2012, compared to 0.65% or \$21.7 million for the same period a year ago.

Three Months Ended September 30, 2011

Homeownership loan originations totaled 620 in the quarter compared to 714 for the same period last year. Mortgage loan production dropped year over year as a consequence of prolonged economic recession and conservation of available tax-exempt bond resources.

As of September 30, 2011, the Authority serviced 54,686 first and second homeownership mortgage loans with outstanding balances totaling \$5.2 billion. The number of loans serviced, net of prepayments, increased 994 or 1.85% since September 30, 2010 while outstanding loan balances decreased \$72.4 million or 1.39% as of the same date.

In the first quarter, there were 179 foreclosures valued at \$23.9 million or 0.45% of the homeownership loan portfolio, compared to a year ago with 155 foreclosures valued at \$20.3 million or 0.39% of loan amounts. Recovery rates averaging 65% and higher significantly mitigated the impact of loan losses. Delinquency rates on the portfolio loan count of first mortgage loans averaged 10.77% for the three months ended September 30, 2011, compared to 10.33% a year ago. Delinquency rates based on outstanding loan balances averaged 5.85% and 6.09% in the first quarter ended September 30, 2011 and 2010, respectively.

Financing commitments for 1,020 rental housing units were made during the quarter, totaling \$76.7 million, compared to 1,202 units totaling \$89.9 million for the prior year.

As of September 30, 2011 the Authority serviced 1,501 rental mortgage loans with outstanding balances totaling \$3.4 billion. Compared to September 30, 2010, the number of loans in the portfolio decreased by nine while loan balances increased \$17.8 million or 0.53%. Delinquency rates based on portfolio loan count averaged 1.52% and 1.91% in the first three quarter ended September 30, 2011 and 2010, respectively. The average delinquency rates based on outstanding loan balances were 0.65% and 0.62% in the first quarter ended September 30, 2011 and 2010, respectively.

Financial Analysis of the Authority

Cash is held by the trustees and banks in depository accounts and investments for a variety of purposes, including: debt service funds required by bond indenture, escrow and reserve funds held for the benefit of single-family mortgagors and multi-family projects, funding for new mortgage loan originations, working capital for operating costs of the Authority, governmental funds held for disbursement toward Section 8 projects, and other funds held in a fiduciary capacity to support other housing initiatives. Monies on deposit in Virginia banks are secured under the Virginia Security for Public Deposits Act of the Code of Virginia.

Investment objectives are to invest all monies at favorable rates to maximize returns while maintaining short-term liquidity and to manage investments in a prudent manner to enable the Authority to fulfill its financial commitments. Precautions are taken to minimize the risk associated with investments, including monitoring creditworthiness of the investment, as determined by ratings provided by S&P and Moody's, concentration risk, and maturity risk. The Authority does not enter into short sales or futures transactions for which a bona fide hedging purpose has not been established.

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Mortgage and other loan receivables represent the Authority's principal assets. Mortgage loans are financed through a combination of proceeds of notes and bonds, GNMA mortgage loan securitizations, and net assets accumulated since inception. Mortgage loan payments received from mortgagors are used to pay debt service due on outstanding bond and mortgage backed securities.

The largest component of the Authority's liabilities is outstanding bonds payable, the majority of which is fixed rate to maturity dates that may extend into the future as much as forty years. The Authority continues to maintain strong long-term ratings of Aa1 from Moody's and AA+ from Standard & Poor's for its general credit rating as well as all bond indentures other than the Commonwealth Mortgage Bonds indenture, which is rated Aaa and AAA, by Moody's and Standard & Poor's, respectively. Net assets are comprised of capital assets, net of related debt, restricted and unrestricted net assets. *Capital assets, net of related debt* represents office buildings, land, furniture and equipment, vehicles and an investment in rental property, less the outstanding applicable debt. *Restricted net assets* represent the portion of net assets held in trust accounts for the benefit of the respective bond owners, subject to the requirements of the various bond indentures. *Unrestricted net assets* represent a portion of net assets that have been designated for a broad range of initiatives, such as administration of the Housing Choice Voucher program, support for REACH Virginia initiatives, contributions to bond issues, working capital, future operating and capital expenditures, and general financial support to the Authority's loan programs.

Condensed Statements of Net Assets

(In millions)

	September 30		
	2012	2011	2010
Cash and cash equivalents	\$ 849.4	1,762.9	1,354.3
Investments	193.6	203.4	143.9
Mortgage and other loans receivable, net	7,588.4	7,843.7	8,037.5
Other assets	170.3	181.2	169.9
Total assets	<u>8,801.7</u>	<u>9,991.2</u>	<u>9,705.6</u>
Notes and bonds payable, net	6,046.2	7,299.7	7,080.3
Other liabilities	325.2	354.4	379.6
Total liabilities	<u>6,371.4</u>	<u>7,654.1</u>	<u>7,459.9</u>
Invested in capital assets, net of related debt	5.8	25.4	0.7
Restricted by bond indentures	2,334.6	2,148.7	2,096.1
Unrestricted	89.9	163.0	148.9
Net assets	<u>\$ 2,430.3</u>	<u>2,337.1</u>	<u>2,245.7</u>

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Management's Discussion and Analysis

September 30, 2012 and 2011

(Unaudited)

September 30, 2012 Compared to September 30, 2011

Total assets decreased \$1,189.6 million, or 11.9% from the prior year. Cash and cash equivalents, and investments, combined, decreased \$923.4 million, or 47.0% from the prior year primarily due to the pay down on the note payable to the Federal Home Loan Bank of Atlanta. Mortgage and other loans receivables, net, decreased by \$255.3 million, or 3.3%, primarily as a result of securitization of loans through GNMA and transfers of loans to REO status. Proceeds from GNMA mortgage loan securitizations (\$117.7 million) were the principal source of funding for mortgage loan originations.

Total liabilities decreased \$1,282.7 million, or 16.8% from the prior year. Notes and bonds payable decreased \$1,253.5 million or 17.2%, due primarily to the payment of the note of the Federal Home Loan Bank of Atlanta. For the quarter, the Authority issued \$114.1 million in rental housing bonds and borrowed an additional \$16.0 million on a line of credit. Bond principal pay downs and redemptions totaled \$138.5 million.

Total assets exceeded total liabilities by \$2,430.3 million, representing an increase in net assets of \$93.1 million, or 4.0% from the prior year. As of September 30, 2012, net assets invested in capital assets, net of related debt, were \$5.8 million. Net assets restricted by bondholders totaled \$2,334.6 million, an increase of \$185.8 million, or 8.6% from the prior year. Unrestricted net assets totaled \$89.9 million, a decrease of \$73.1 million, or 44.8%.

September 30, 2011 Compared to September 30, 2010

Total assets increased \$285.6 million, or 2.9% from the prior year. Cash and cash equivalents, and investments, combined, increased \$468.2 million, or 31.3% from the prior year. Mortgage and other loans receivables decreased by \$193.8 million, or 2.4%, as a result of decreased homeownership mortgage loan production and continuing securitization of loans through GNMA.

Total liabilities increased \$194.1 million, or 2.6% from the prior year. Notes and bonds payable increased \$219.4 million or 3.1%. For the quarter, the Authority issued \$186.62 million in single-family homeownership bonds and \$17.48 million in rental housing bonds, and drew a net additional \$318.07 million on notes and lines of credit. Bond principal paydowns and calls totaled \$196.07 million. Proceeds from bond issues in the homeownership bond group and GNMA mortgage loan securitizations were the principal source of funding for mortgage loan originations.

Total assets exceeded total liabilities by \$2,337.2 million, representing an increase in net assets of \$91.5 million, or 4.1% from the prior year. As of September 30, 2011, net assets invested in capital assets, net of related debt, were \$25.4 million. Net assets restricted by bondholders totaled \$2,148.8 million, an increase of \$52.7 million, or 2.5% from the prior year. Unrestricted net assets totaled \$163.0 million, an increase of \$14.1 million, or 9.5%.

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Condensed Statements of Revenues, Expenses and Changes in Net Assets

(In millions)

	Three months ended September 30,		
	2012	2011	2010
Operating revenues:			
Interest on mortgage and other loans	\$ 116.2	123.8	126.8
Pass-through grants received	32.7	31.1	45.9
Housing Choice Voucher program income	1.6	17.0	18.2
Other operating revenues	15.6	6.5	6.5
Total operating revenues	<u>166.1</u>	<u>178.4</u>	<u>197.4</u>
Operating expenses:			
Interest on notes and bonds payable	70.6	77.8	82.2
Pass-through grants disbursed	32.7	31.1	45.9
Housing Choice Voucher program expense	1.5	18.0	17.2
Other operating expenses	36.5	39.2	30.9
Total operating expenses	<u>141.3</u>	<u>166.1</u>	<u>176.2</u>
Operating income	<u>24.8</u>	<u>12.3</u>	<u>21.2</u>
Nonoperating revenues (expenses):			
Investment income, net	0.4	6.7	2.7
Other nonoperating revenues (expenses)	—	—	—
Total nonoperating revenues, net	<u>0.4</u>	<u>6.7</u>	<u>2.7</u>
Change in net assets	<u>\$ 25.2</u>	<u>19.0</u>	<u>23.9</u>

The principal determinants of the Authority's change in net assets (more commonly referred to as excess net revenues) are operating revenues less operating expenses plus nonoperating revenues.

Operating revenues consist primarily of interest earnings on mortgage loans and operating expenses consist predominantly of interest expense on notes and bonds payable and operating expenses of the Authority. Nonoperating revenues consist of investment interest income as well as realized and unrealized gains or losses on investments.

Three Months Ended September 30, 2012

Operating revenues decreased \$12.2 million or 6.8% from the prior year. The decrease was primarily attributable to a funding methodology change in the HUD Housing Choice Voucher program (\$15.4 million). Interest on mortgage and other loans decreased \$7.6 million or 6.1%. Single family mortgage loan rates averaged 5.55% compared to 5.75% the previous year. Other operating revenues increased \$9.1 million primarily due to gains on the sales of single family mortgage loans.

Operating expenses decreased \$24.7 million or 14.9% from the prior year due primarily to the Housing Choice Voucher program (\$16.5 million) and interest expense on notes and bonds payable (\$7.2 million).

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Nonoperating revenues, net, decreased \$6.3 million.

Three months ended September 30, 2011

Operating revenues decreased \$19.1 million or 9.7% from the prior year. The decrease was primarily attributable to pass-through grants received, which decreased \$14.9 million, or 32.5%, and in particular, the tax credit programs included in the American Recovery and Reinvestment Act of 2009 in which the Authority participated between October 2009 and November, 2011. Interest on mortgage and other loans decreased \$3.0 million or 2.4% due to lower mortgage loan production. Single family mortgage loan rates averaged 5.75% compared to 5.87% the previous year.

Operating expenses decreased \$10.2 million or 5.8% from the prior year due primarily to a decrease of pass-through grant disbursements of \$14.9 million. Interest expense on notes and bonds payable decreased \$4.4 million or 5.4% from the prior year, due to a lower average interest rate on the notes and bonds outstanding. Other operating expenses consisting of programmatic and administrative costs increased \$8.3 million or 26.9% above last year. Loan loss provision and expenses accounted for \$5.8 million of the increase and Housing Choice Voucher program costs accounted for \$1.9 million of the increase.

Nonoperating revenues increased \$4.0 million from the prior year, due to unrealized investment gains of \$4.8 million.

Other Economic Factors

The Authority's mortgage loan financing activities are sensitive to the general level of involvement of the federal government in the housing and capital markets, the general level of interest rates, the characteristics of the Authority's loans, including interest rates, as compared to loan products available in the conventional mortgage markets, and the availability of affordable housing in the Commonwealth. The availability of long-term tax-exempt and taxable financing on favorable terms and the ability to securitize through GNMA and FNMA are key elements in providing the funding necessary for the Authority to continue its mortgage financing activities.

The Authority's main sources of revenues include mortgage loan interest and investment interest income. Short-term investment rates in the United States have declined sharply from a peak of approximately 5.0% in February, 2007 to 0.10% in September 2012, and 0.02% in September 2011.

Delinquency and foreclosure rates in the single family loan portfolio, and to a lesser extent the multi-family loan portfolio, are influenced by unemployment and underemployment. Virginia's seasonally adjusted unemployment rate was 5.9% and 6.3% in September 2012 and 2011, respectively. Virginia underemployment rates, which include those no longer seeking employment and those employed only part-time who desire full-time work, were 11.9% and 11.8% in the twelve months ended September 30, 2012 and 2011, respectively.

Additional Information

If you have questions about this report or need additional information, please visit the Authority's Web site, www.vhda.com, or contact the Finance Division of the Virginia Housing Development Authority.

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Statements of Net Assets

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Assets	<u>2012</u>	<u>2011</u>
Current assets:		
Cash and cash equivalents (note 5)	\$ 849,390,128	1,762,915,882
Investments (note 5)	2,541,149	3,005,487
Interest receivable – investments	921,715	924,005
Mortgage and other loans receivable, net (note 4)	176,251,540	169,325,708
Interest receivable – mortgage and other loans	36,829,971	37,962,495
Other real estate owned	18,694,824	34,700,834
Other assets	8,920,669	10,569,820
Total current assets	<u>1,093,549,996</u>	<u>2,019,404,231</u>
Noncurrent assets:		
Investments (note 5)	191,072,287	200,435,848
Mortgage and other loans receivable (note 4)	7,597,776,266	7,832,796,375
Less allowance for loan loss	167,303,607	134,390,041
Less net deferred loan fees	18,340,856	24,031,261
Mortgage and other loans receivable, net	<u>7,412,131,803</u>	<u>7,674,375,073</u>
Investment in rental property, net	72,574,006	63,297,460
Property, furniture, and equipment, less accumulated depreciation and amortization of \$26,496,456 and \$24,013,950, respectively (note 6)	24,982,366	25,321,928
Unamortized bond issuance expenses	3,935,051	5,185,087
Other assets	3,497,502	3,268,442
Total noncurrent assets	<u>7,708,193,015</u>	<u>7,971,883,838</u>
Total assets	<u>\$ 8,801,743,011</u>	<u>9,991,288,069</u>
Liabilities and Net Assets		
Current liabilities:		
Notes and bonds payable (note 7)	\$ 768,672,931	1,414,221,288
Accrued interest payable on notes and bonds	79,937,204	90,332,482
Derivative instruments (note 9)	2,623,941	—
Housing Choice Voucher contributions payable	138,122	180,271
Escrows (note 8)	59,639,579	63,676,033
Accounts payable and other liabilities (note 10)	18,439,186	11,667,605
Total current liabilities	<u>929,450,963</u>	<u>1,580,077,679</u>
Noncurrent liabilities:		
Bonds payable, net (note 7)	5,277,542,282	5,885,494,316
Project reserves (notes 8 and 14)	132,085,977	159,378,359
Other liabilities (notes 10, 12, and 14)	32,349,079	29,185,774
Total noncurrent liabilities	<u>5,441,977,338</u>	<u>6,074,058,449</u>
Total liabilities	<u>6,371,428,301</u>	<u>7,654,136,128</u>
Net assets (note 11):		
Invested in capital assets, net of related debt	5,846,311	25,372,752
Restricted by bond indentures	2,334,614,444	2,148,764,636
Unrestricted	89,853,955	163,014,553
Total net assets	<u>2,430,314,710</u>	<u>2,337,151,941</u>
Total liabilities and net assets	<u>\$ 8,801,743,011</u>	<u>9,991,288,069</u>

See accompanying notes to basic financial statements.

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Statements of Revenues, Expenses, and Changes in Net Assets

Three months ended September 30, 2012 and 2011

(Unaudited)

	2012	2011
Operating revenues:		
Interest on mortgage and other loans receivable	\$ 116,190,919	123,815,528
Pass-through grants income	32,651,343	31,054,160
Housing Choice Voucher program income (note 1)	1,561,246	16,975,269
Investment in rental property income	2,848,116	3,677,901
Gains and recoveries on sale of other real estate owned	1,344,211	327,550
Other	11,407,295	2,462,004
Total operating revenues	166,003,130	178,312,412
Operating expenses:		
Interest on notes and bonds payable	70,604,932	77,853,407
Salaries and related employee benefits (notes 5, 12, and 13)	8,818,140	8,399,965
General operating expenses	4,557,049	4,162,575
Note and bond expenses	45,996	166,726
Amortization of bond issuance expenses	337,537	70,702
Pass-through grants expenses	32,651,343	31,054,160
Housing Choice Voucher program expenses (note 1)	1,530,611	17,969,629
External mortgage servicing expenses	223,092	184,060
Investment in rental property expenses	3,427,079	5,295,689
Losses and expenses on other real estate owned	11,129,121	14,067,138
Provision for loan losses (note 1)	7,964,896	6,862,093
Total operating expenses	141,289,796	166,086,144
Operating income	24,713,334	12,226,268
Nonoperating revenues (expenses):		
Investment income (note 10)	2,430,366	6,720,080
Unrealized loss on derivative instruments (note 9)	(1,987,554)	—
Other, net	10,479	22,509
Total nonoperating revenues, net	453,291	6,742,589
Change in net assets	25,166,625	18,968,857
Total net assets, beginning of year	2,405,148,085	2,318,183,084
Total net assets, end of quarter	\$ 2,430,314,710	2,337,151,941

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Statements of Cash Flows

Three months ended September 30, 2012 and 2011

(Unaudited)

	2012	2011
Cash flows from operating activities:		
Cash payments for mortgage and other loans	\$ (113,470,860)	(152,211,538)
Principal repayments on mortgage and other loans	119,821,368	196,251,248
Sale of mortgage loans	117,740,141	—
Interest received on mortgage and other loans	117,345,025	120,116,875
Pass-through grants received	32,651,343	31,054,160
Pass-through grants disbursed	(32,651,343)	(31,054,160)
Housing Choice Voucher payments received	1,180,332	16,932,979
Housing Choice Voucher payments disbursed	(1,548,170)	(17,970,749)
Escrow and project reserve payments received	69,311,138	65,920,813
Escrow and project reserve payments disbursed	(62,116,703)	(54,007,979)
Other operating revenues	10,367,232	1,822,020
Cash received for loan origination fees	1,740,930	2,043,010
Cash paid for loan origination fees	(2,545,458)	(2,120,723)
Cash payments for salaries and related benefits	(8,963,999)	(8,532,784)
Cash payments for general operating expenses	(2,898,679)	(4,981,481)
Cash payments for mortgage servicing expenses	(56,286)	(26,382)
Proceeds from sale of other real estate owned	7,468,449	9,688,759
Investment in rental property	(4,100,352)	(6,576,706)
Net cash provided by operating activities	249,274,108	166,347,362
Cash flows from noncapital financing activities:		
Proceeds from issuance of notes and bonds	130,075,000	562,170,000
Principal payments on notes and bonds	(138,528,048)	(236,067,062)
Interest payments on notes and bonds	(77,340,077)	(84,265,288)
Cash payments for bond issuance expenses	(1,452,534)	(703,844)
Net cash used in noncapital financing activities	(87,245,659)	241,133,806
Cash flows from capital and related financing activities:		
Purchases of property, furniture, and equipment	(390,424)	(1,118,559)
Net cash used in capital and related financing activities	(390,424)	(1,118,559)
Cash flows from investing activities:		
Purchases of investments	(1,437,081)	(43,811,550)
Proceeds from sales or maturities of investments	5,658,345	9,374,990
Interest received on investments	1,870,255	(120,079)
Net cash provided by (used in) investing activities	6,091,519	(34,556,639)
Net increase (decrease) in cash and cash equivalents	167,729,544	371,805,970
Cash and cash equivalents, at beginning of year	681,660,584	1,391,109,912
Cash and cash equivalents, at end of quarter	\$ 849,390,128	1,762,915,882

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Statements of Cash Flows

Three months ended September 30, 2012 and 2011

(Unaudited)

	2012	2011
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$ 24,713,334	12,226,268
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation of property, furniture, and equipment	842,950	796,571
Other depreciation and amortization	337,536	70,702
Interest on notes and bonds payable	70,604,931	77,853,405
(Increase) in investment in rental property, net	(3,503,508)	(4,958,917)
Decrease in mortgage and other loans receivable	131,470,469	50,984,265
Increase in allowance for loan loss	7,964,896	6,862,093
(Decrease) in net deferred loan fees	165,829	(249,796)
(Increase) decrease in interest receivable – mortgage and other loans	(113,111)	428,189
(Increase) decrease in other real estate owned	8,649,835	11,171,379
Decrease in Housing Choice Voucher contributions payable	(361,314)	(32,634)
(Increase) decrease in other assets	(1,385,214)	(178,592)
Increase (decrease) in accounts payable and other liabilities	2,693,040	(538,405)
(Decrease) in escrows and project reserves	7,194,435	11,912,834
Net cash provided by operating activities	\$ 249,274,108	166,347,362
Supplemental disclosure of noncash activity:		
Increase in other real estate owned as a result of loan foreclosures	\$ 8,852,074	12,256,698

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Notes to Basic Financial Statements

September 30, 2012 and 2011

(Unaudited)

(1) Organization and Summary of Significant Accounting Policies

(a) Organization

The Virginia Housing Development Authority (the Authority) was created under the Virginia Housing Development Authority Act, as amended (the Act) enacted by the 1972 Session of the Virginia General Assembly. The Act empowers the Authority, among other authorized activities, to finance the acquisition, construction, rehabilitation and ownership of housing intended for occupancy or ownership, or both, by families of low or moderate income. Mortgage loans are generally financed by the proceeds of notes, bonds, or other debt obligations of the Authority or by Ginnie Mae mortgage backed securities (see (g) below). The notes, bonds and other debt obligations do not constitute a debt or grant or loan of credit of the Commonwealth of Virginia (the Commonwealth), and the Commonwealth is not liable for the repayment of such obligations.

For financial reporting purposes, the Authority is a component unit of the Commonwealth. The accounts of the Authority, along with other similar types of funds, are combined to form the Enterprise Funds of the Commonwealth. The Authority reports all of its activities as one enterprise fund, in accordance with U.S. generally accepted accounting principles (GAAP). See note 2 for further discussion.

(b) Measurement Focus and Basis of Accounting

The Authority utilizes the economic resources measurement focus and accrual basis of accounting in preparing its basic financial statements where revenues are recognized when earned and expenses when incurred. The accounts are organized on the basis of funds and groups of funds, which are set up in accordance with the authorizing act and the various note and bond resolutions.

(c) Use of Estimates

The preparation of basic financial statements, in conformity with GAAP, requires management to make estimates and judgments that affect reported amounts of assets and liabilities and the disclosures of contingencies at the date of the basic financial statements and revenues and expenses recognized during the reporting period. Actual results could differ from those estimates.

(d) Investments

Investments are reported at fair market value on the Statements of Net Assets, with changes in fair market value recognized in investment income in the Statements of Revenues, Expenses, and Changes in Net Assets. Fair market value is determined by reference to published market prices and quotations from national security exchanges and securities pricing services.

(e) Derivative Instruments

Forward sales securities commitments are utilized to hedge changes in fair value of mortgage loan inventory and commitments to originate mortgage loans. At September 30, 2012 the Authority had executed 45 forward sales transactions with a \$135.65 million notional amount with eight counterparties with concentrations and ratings (Standard & Poor's, Moody's Investors Service) as shown in note 9. The forward sales will settle by December 20, 2012. These contracts are treated as

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investment derivative instruments in accordance with Governmental Accounting Standards Board (GASB) Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*.

(f) Investment in Rental Property

Investment in rental property represents several multi-family apartment complexes, including the related property, furniture, and equipment. These assets are recorded at cost and are depreciated using the straight-line method over the estimated useful lives, which are 30 years for buildings, 15 years for building improvements and from 5 to 10 years for furniture and equipment. The investments are carried net of accumulated depreciation of \$13,444,945 as of September 30, 2012 and \$16,528,932 as of September 30, 2011. These investments are also tested for impairment when triggers are identified.

(g) Mortgage and Other Loans Receivable

Mortgage and other loans receivable are stated at their unpaid principal balance, net of deferred loan fees and costs and an allowance for loan losses. The Authority charges loan fees to mortgagors. These fees, net of direct costs, are deferred and amortized, using the interest method, over the contractual life of the loans as an adjustment to yield. The interest method is computed on a loan-by-loan basis and any unamortized net fees on loans fully repaid or restructured are recognized as income in the year in which such loans are repaid or restructured.

The Authority is a participant in the Ginnie Mae and Fannie Mae Mortgage-Backed Securities (MBS) programs. Through the MBS programs, Ginnie Mae and Fannie Mae guarantee securities that are backed by pools of mortgage loans originated or purchased by the Authority. These mortgage loan securitizations are treated as sales for accounting and reporting purposes. Upon the sale, the Authority no longer recognizes the mortgage loans receivable in the Statements of Net Assets.

(h) Allowance for Loan Losses

The Authority provides for losses when a specific need for an allowance is identified. The provision for loan losses charged or credited to operating expense is the amount necessary, in management's judgment, to maintain the allowance at a level it believes sufficient to cover losses in collection of loans. Estimates of future losses involve the exercise of management's judgment and assumptions with respect to future conditions. The principal factors considered by management in determining the adequacy of the allowance are the composition of the loan portfolio, historical loss experience and delinquency statistics, economic conditions, the value and adequacy of collateral, and the current level of the allowance. The provision for loan losses approximated \$7,964,896 and \$6,862,093 for the three months ended September 30, 2012 and 2011, respectively.

(i) Property, Furniture, and Equipment

Capital assets are capitalized at cost and depreciation is provided on the straight-line basis over the estimated useful lives, which are 30 years for buildings and from 3 to 10 years for furniture and equipment. The capitalization threshold for property, furniture, and equipment was \$1,000 for the current and prior fiscal years.

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Certain costs associated with internally generated computer software are treated as capital assets in accordance with GASB Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*. The capitalization threshold for internally generated computer software is \$1,000,000. Once the software is ready for its intended use, these costs are amortized on a straight-line basis over the software's expected useful life of 3 to 5 years.

(j) Bond Issuance Expense

Costs related to issuing bonds are capitalized in the related bond group and are amortized on the straight-line basis, which approximates the effective interest method, over the lives of the bonds.

(k) Other Real Estate Owned

Other real estate owned represents current investments in single family dwellings and rental property, acquired primarily through foreclosure, and is stated at the lower of cost or fair value less estimated disposal costs. Gains and losses from the disposition of other real estate owned are reported separately in the Statements of Revenues, Expenses, and Changes in Net Assets.

(l) Notes and Bonds Payable

Notes and bonds payable are stated at their unpaid balance less any unamortized premiums or discounts. Bond premiums and discounts are amortized over the lives of the issues using the interest method. The Authority generally has the right to specially redeem bonds, without premium, upon the occurrence of certain specified events, such as the prepayment of a mortgage loan. The Authority also has the right to optionally redeem the various bonds. The optional redemptions generally cannot be exercised until the bonds have been outstanding for approximately ten years. All issues generally have term bonds, which are subject to partial redemption, without premium, from mandatory sinking fund installments.

(m) Retirement Plans

The Authority has three defined contribution employees' retirement savings plans covering substantially all employees. Retirement expense is fully funded as incurred. To the extent terminating employees are less than 100% vested in the Authority's contributions, the unvested portion is forfeited and redistributed to the remaining participating employees.

The Authority also provides postretirement healthcare benefits under a defined benefit plan to all employees who have met the years of service requirement and who retire from the Authority on or after attaining age 55 or become permanently disabled.

(n) Compensated Absences

Authority employees are granted vacation and sick pay in varying amounts as services are provided. Employees may accumulate, subject to certain limitations, unused vacation and sick pay earned and, upon retirement, termination, or death, may be compensated for certain amounts at their then current rates of pay. The amount of vacation and sick pay recognized as expense is the amount earned each year.

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Notes to Basic Financial Statements

September 30, 2012 and 2011

(Unaudited)

(o) Pass-Through Revenues and Expenses

U.S. Department of Housing and Urban Development – Project Based Section 8

As the Commonwealth's administrator for the U.S. Department of Housing and Urban Development's (HUD) Section 8 New Construction and Substantial Rehabilitation program, the Authority requisitions Section 8 funds, makes disbursements of Housing Assistance Payments (HAP) funds to landlords of eligible multi-family developments, and recognizes administrative fee income. The Authority received and disbursed pass-through grants totaling \$15,872,666 and \$18,092,855 during the three months ended September 30, 2012 and 2011, respectively.

U.S. Department of Housing and Urban Development – Housing Counseling Assistance Program

The Authority serves as an administrator for thirty HUD-approved Housing Counseling Agencies in Virginia. The Housing Counseling Assistance Program provides counseling to consumers on seeking, financing, maintaining, renting, or owning a home. The Authority received and disbursed pass-through grants totaling \$131,925 and \$44,550 during the three months ended September 30, 2012 and 2011, respectively.

National Foreclosure Mitigation Counseling

The Authority is a grantee of NeighborWorks America, a national nonprofit organization created by the U.S. Congress to provide financial support, technical assistance, and training for community-based revitalization efforts. As a grantee in the National Foreclosure Mitigation Counseling program, the Authority assists nonprofit agencies by distributing NeighborWorks funds administered by the Authority. No pass-through grants were received or disbursed during the first quarter ended September 30, 2012. The Authority received and disbursed pass-through grants totaling \$138,171 during the first quarter ended September 30, 2011.

Emergency Homeowners Loan Program

The Authority is also a grantee of NeighborWorks America for the Emergency Homeowners Loan Program which provides mortgage payment relief to eligible homeowners experiencing a decrease in income of at least 15 percent, directly resulting from involuntary unemployment or underemployment due to adverse economic conditions and/or a medical emergency. The Authority received and disbursed assistance of \$4,219 during the first quarter of fiscal year 2013 and \$25,475 during the first quarter of fiscal year 2012.

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U.S. Department of the Treasury – Low-Income Housing Grants in Lieu of Tax Credit Allocations for 2009 (Tax Credit Exchange)

As the housing credit administrator for the Commonwealth, the Authority administers the Tax Credit Exchange program, which was created by the American Recovery and Reinvestment Act of 2009. Grants are received by the Authority and issued to finance the acquisition or construction of qualified low-income housing projects. The program concluded in November 2011. The Authority received and disbursed \$11,053,481 during the three months ended September 30, 2011.

U.S. Department of Housing and Urban Development – Tax Credit Assistance Program

The Tax Credit Assistance Program (TCAP) provides grant funding for capital investment in Low Income Housing Tax Credit (LIHTC) projects via a formula-based allocation to state housing credit allocation agencies. The housing credit agencies in each state distribute these funds competitively and according to their qualified allocation plan. The program concluded in November 2011. As the housing credit administrator in the Commonwealth, the Authority received and disbursed TCAP funds totaling \$1,699,628 during the three months ended September 30, 2011.

(p) Housing Choice Voucher Program

The Authority serves as an administrator for HUD's Section 8 Housing Choice Voucher program, consisting of the voucher program as well as other tenant-based assistance programs. The Authority requisitions Section 8 funds, makes disbursements of funds to eligible participants, and recognizes administrative fee income. HUD changed the revenue recognition methodology, effective January 1, 2012, requiring the Authority to record a liability for the Authority's obligation for undisbursed funds to Section 8 participants. Program income and program expenses are recognized as pass-through grants, based upon the amount of allowable housing assistance payments (HAP) disbursements.

Prior to January 1, 2012, receipts and disbursements of the voucher program were recorded in totality as corresponding program income and program expense in the Statements of Revenues, Expenses and Changes in Net Assets. Excess HAP or administrative funds disbursed to the Authority were recorded as revenue and unrestricted net assets in the Statements of Net Assets. Cumulative excess HAP and administrative funds totaled \$2,738,104 and \$685,072, respectively, as of September 30, 2012 and \$4,423,152 and \$775,225, respectively, as of September 30, 2011. HUD monitors the utilization of these excess funds and adjusts funding levels prospectively to assure all funds are being used to serve as many families up to the number of vouchers authorized by the program.

(q) Commonwealth Priority Housing Fund

The Commonwealth Priority Housing Fund, established by the 1988 Session of the Virginia General Assembly, uses funds provided by the Commonwealth in that Session to make loans and grants for a wide variety of housing initiatives. The Department of Housing and Community Development develops the program guidelines and the Authority acts as administrator for the Fund. The balances

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associated with the Commonwealth Priority Housing Fund are recorded in assets and liabilities in the amounts of \$7,370,914 and \$8,417,025 as of September 30, 2012 and 2011, respectively.

(r) Cash Equivalents

For purposes of the Statements of Cash Flows, cash equivalents consist of investments with original maturities of three months or less from the date of purchase.

(s) Rebutable Arbitrage

Rebutable arbitrage involves the investment of proceeds from the sale of tax-exempt debt in a taxable investment that yields a higher rate than the rate of the debt. This results in investment income in excess of interest costs. Federal law requires such income be rebated to the government if the yield from these earnings exceeds the effective yield on the related tax-exempt debt issued. Arbitrage must be calculated, reported and paid every five years or at maturity of the debt, whichever is earlier. However, the potential liability is calculated annually for financial reporting purposes.

(t) Statements of Net Assets

The assets presented in the Statements of Net Assets represent the total of similar accounts of the Authority's various groups (note 2). Since the assets of certain of the groups are restricted by the related debt resolutions, the total does not indicate that the combined assets are available in any manner other than that provided for in the resolutions for the separate groups. When both restricted and unrestricted resources are available for use, the Authority's policy is to use restricted resources first, and thereafter unrestricted resources as needed.

(u) Operating and Nonoperating Revenues and Expenses

The Authority's Statements of Revenues, Expenses, and Changes in Net Assets distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally are a result from financing the acquisition, construction, rehabilitation, and ownership of housing intended for occupancy and ownership, by families of low or moderate income or as a result from the ownership of certain multi-family housing rental properties. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

(2) Basis of Presentation

The accounts of the Authority are presented in a single proprietary fund set of basic financial statements consisting of various programs. The Authority's activities include the following programs:

(a) General Operating Accounts

The General Operating Accounts consist of a group of accounts used to record the receipt of income not directly pledged to the repayment of specific notes and bonds and the payment of expenses related to the Authority's administrative functions.

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(b) **Rental Housing Bond Groups**

The proceeds of the Rental Housing Bonds are used to finance construction and permanent loans on multi-family development projects, as well as, permanent financing for owned rental property.

(c) **VHDA General Purpose Bond Group**

The proceeds of the VHDA General Purpose Bonds are used to finance construction and permanent loans on multi-family projects, loans on single-family dwellings, as well as, permanent financing for owned rental property and the Authority's office facilities.

(d) **Commonwealth Mortgage Bond Group**

The proceeds of Commonwealth Mortgage Bonds are used to purchase or make long-term loans to owner occupants of single-family dwelling units, as well as, temporary financing for other real estate owned.

(e) **Homeownership Mortgage Bond Group**

The Homeownership Mortgage bond group was established to encompass the Authority's participation in the U.S. Department of the Treasury's New Issue Bond Program, which was created to assist state and local housing finance agencies in acquiring cost-effective mortgage loan capital. The proceeds of Homeownership Mortgage Bonds are used to purchase or make long-term loans to owner occupants of single family dwelling units.

(3) **Restricted Assets**

Restricted assets are primarily assets held for the benefit of the respective bond owners and include mortgage loans and investments. Certain assets are held on behalf of Federal programs or housing initiatives of the Commonwealth.

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(Unaudited)

Restricted assets as of September 30, 2012 and 2011 were as follows:

	September 30	
	2012	2011
Current assets:		
Cash and cash equivalents	\$ 845,779,640	1,758,850,597
Investments	859,455	—
Interest receivable – investments	661,179	657,159
Mortgage and other loans receivable	173,621,413	166,728,264
Interest receivable – mortgage and other loans	35,631,971	36,823,417
Other real estate owned	18,294,431	33,914,018
Other assets	6,431,027	7,053,143
Total current assets	1,081,279,116	2,004,026,598
Noncurrent assets:		
Investments	120,420,428	150,216,123
Mortgage and other loans receivable	7,501,268,498	7,746,175,734
Less allowance for loan loss	160,500,251	126,901,214
Less net deferred loan fees	17,927,694	23,410,277
Mortgage and other loans receivable, net	7,322,840,553	7,595,864,243
Investment in rental property, net	72,574,006	63,297,460
Property, furniture, and equipment, less accumulated depreciation and amortization of \$14,580,700 and \$14,695,173, respectively	15,456,398	15,459,213
Unamortized bond issuance expenses	3,479,067	4,825,087
Total noncurrent assets	7,534,770,452	7,829,662,126
Total restricted assets	\$ 8,616,049,568	9,833,688,724

(4) **Mortgage and Other Loans Receivable**

Substantially all mortgage and other loans receivable are secured by first liens on real property within the Commonwealth. The following are the interest rates and typical loan terms by loan program or bond group for the major loan programs:

Loan program/bond group	Interest rates	Initial loan terms
General Operating Accounts	0% to 9.14%	Thirty to forty years
Rental Housing Bond Group	0% to 13.13%	Thirty to forty years
VHDA General Purpose Bond Group	0% to 13.92%	Thirty to forty years
Commonwealth Mortgage Bond Group	2.00% to 13.70%	Thirty years
Homeownership Mortgage Bond Group	2.38% to 5.88%	Thirty years

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September 30, 2012 and 2011

(Unaudited)

Commitments to fund new loans and monies available to provide future loans were as follows at September 30, 2012:

	<u>Committed</u>	<u>Uncommitted</u>
General Operating Loan Programs	\$ 28,142,887	—
VHDA General Purpose Bond Group	—	—
Rental Housing Bond Group	161,416,429	—
Commonwealth Mortgage Bond Group	125,582,834	2,167,026
Homeownership Bond Group	—	51,328,368
Total	\$ 315,142,150	53,495,394

Uncommitted funds represent the excess of net current funds over existing loan commitments.

(5) **Cash, Cash Equivalents, and Investments**

Cash includes cash on hand and amounts in checking accounts, which are insured by the Federal Depository Insurance Corporation or are collateralized under provisions of the Virginia Security for Public Deposits Act. At September 30, 2012 and 2011, the carrying amount of the Authority's deposits was \$92,796,603 and \$148,521,664, respectively. The associated bank balance of the Authority's deposits was \$85,423,139 and \$148,827,542 at September 30, 2012 and 2011, respectively. The difference between the carrying amount and the bank balance is due to outstanding checks, deposits in transit, and other reconciling items.

Cash equivalents include investments with original maturities of three months or less from date of purchase. Investments consist of U.S. government and agency securities, municipal tax-exempt securities, corporate notes, and various other investments for which there are no securities as evidence of the investment. Investments in the bond funds consist of those permitted by the various resolutions adopted by the Authority. At September 30, 2012 and 2011, total cash equivalents were \$756,593,524 and \$1,614,394,218, respectively.

Investments as of September 30, 2012 and 2011 are classified in the statements of net assets as follows:

	<u>September 30</u>	
	<u>2012</u>	<u>2011</u>
Current investments	\$ 2,541,149	3,005,487
Noncurrent investments	191,072,287	200,435,848
Total investments	\$ 193,613,436	203,441,335

The Investment of Public Funds Act of the Code of Virginia permits political subdivisions of the Commonwealth to invest in open repurchase agreements and money market securities that are collateralized with securities that are approved for direct investment. Within the permitted statutory framework, the Authority's investment policy requires securities collateralizing repurchase agreements to maintain a fair value at least equal to 102% of the cost and accrued interest of the repurchase agreement,

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(Unaudited)

and no more than 2% of the Authority's total assets may be invested in any one entity, exclusive of overnight repurchase agreements and short term investments with a maturity not to exceed six months.

As a means of limiting its exposure to fair value losses arising from rising interest rates, the Authority's investment policy is to hold all investments to maturity and to limit the length of an investment at purchase, to coincide with expected timing of its use.

(a) **Interest Rate Risk**

Interest rate risk is the risk that changes in interest rates of debt instruments will adversely affect the fair value of an investment. Investments with interest rates that are fixed for longer periods are likely to be subject to more variability in their fair values as a result of future changes in interest rates. As a means of communicating interest rate risk, the Authority has elected the segmented time distribution method of disclosure, which requires the grouping of investment cash flows into sequential time periods in tabular form.

As of September 30, 2012, the Authority had the following investments (including cash equivalents) and maturities:

<u>Investment type</u>	<u>Less than 1 year</u>	<u>1 – 5 years</u>	<u>6 – 10 years</u>	<u>Over 10 years</u>	<u>Fair value</u>
Corporate notes	\$ 859,455	49,667,500	—	—	50,526,955
Municipal securities	12,034,694	5,077,521	—	—	17,112,215
Asset-backed securities	—	—	—	28,339,757	28,339,757
Agency-mortgage backed securities	—	—	—	157,655,009	157,655,009
US Government & Agency Securities	169,979,856	—	—	—	169,979,856
Money market securities	524,160,344	—	—	—	524,160,344
Other interest-bearing securities	2,432,824	—	—	—	2,432,824
Total investments	\$ 709,467,173	54,745,021	—	185,994,766	950,206,960

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(Unaudited)

As of September 30, 2011, the Authority had the following investments (including cash equivalents) and maturities:

Investment type	Less than 1 year	1 - 5 years	6 - 10 years	Over 10 years	Fair value
Corporate notes	\$ —	892,723	—	—	892,723
Municipal securities	11,461,409	2,287,448	—	—	13,748,857
Asset-backed securities	—	—	—	30,423,448	30,423,448
Agency-mortgage backed securities	—	—	—	163,956,308	163,956,308
US Government & Agency Securities	—	—	—	—	—
Money market securities	776,495,200	—	—	—	776,495,200
Other interest-bearing securities	832,319,017	—	—	—	832,319,017
Total investments	\$ 1,620,275,626	3,180,171	—	194,379,756	1,817,835,553

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(Unaudited)

(b) Credit Risk

Credit risk is the risk that an issuer or other counterparties to an investment will not fulfill its obligations. The Authority places emphasis on securities of high credit quality and marketability. The following table presents investment exposure to credit risk by investment type as of September 30, 2012:

Investment type	Amount	S & P/ Moody's rating	Percentage of total investments
Money Market Securities	\$ 523,660,344	P-1	55.11%
U S Government & Agency	169,979,856	Aaa	17.89%
Agency Mortgage Backed Securities	157,655,009	Aaa	16.57%
Corporate Notes	24,899,000	A1	2.62%
Corporate Notes	24,768,500	Aa2	2.61%
Asset Backed Securities	19,703,158	Caa1	2.07%
Municipal Securities	10,353,000	NR	1.09%
Municipal Securities	5,378,183	Aaa	0.57%
Asset Backed Securities	3,549,744	Caa2	0.37%
Other Interest Bearing Instruments	2,432,824	Aaa	0.26%
Asset Backed Securities	1,476,847	Caa3	0.16%
Asset Backed Securities	1,384,154	Ba2	0.15%
Municipal Securities	1,014,620	Aa1	0.11%
Asset Backed Securities	908,485	Ca	0.10%
Asset Backed Securities	867,305	A1	0.09%
Corporate Notes	859,455	A2	0.09%
Money Market Securities	500,000	Aaa	0.05%
Asset Backed Securities	450,064	Baa2	0.05%
Municipal Securities	366,412	Aa2	0.04%
Total investments	\$ 950,206,960		100.00%

(6) Property, Furniture, and Equipment

Activity in the property, furniture, and equipment accounts for the three months ended September 30, 2012 was as follows:

	Balance June 30, 2012	Additions	Disposals	Transfers	Balance September 30, 2012
Land	\$ 2,935,815	—	—	—	2,935,815
Building	31,118,900	—	—	—	31,118,900
Furniture and equipment	16,047,324	226,730	(110,113)	434,677	16,598,618
Motor vehicles	487,065	—	—	—	487,065
Construction in progress	609,408	163,693	—	(434,677)	338,424
	\$ 51,198,512	390,423	(110,113)	—	51,478,822

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Activity in the related accumulated depreciation and amortization accounts during the three months ended September 30, 2012 was as follows:

	Balance June 30, 2012	Additions	Disposals	Balance September 30, 2012
Building	\$ (15,198,296)	(194,483)	—	(15,392,779)
Furniture and equipment	(10,192,536)	(636,787)	102,668	(10,726,655)
Motor Vehicles	(365,387)	(11,635)	—	(377,022)
	<u>\$ (25,756,219)</u>	<u>(842,905)</u>	<u>102,668</u>	<u>(26,496,456)</u>

Activity in the property, furniture, and equipment accounts for the three months ended September 30, 2011 was as follows:

	Balance June 30, 2011	Additions	Disposals	Transfers	Balance September 30, 2011
Land	\$ 2,935,815	—	—	—	2,935,815
Building	31,107,556	—	—	—	31,107,556
Furniture and equipment	13,042,276	76,485	(220,984)	1,303,777	14,201,554
Motor vehicles	421,688	78,276	—	—	499,964
Construction in progress	930,968	963,798	—	(1,303,777)	590,989
	<u>\$ 48,438,303</u>	<u>1,118,559</u>	<u>(220,984)</u>	<u>—</u>	<u>49,335,878</u>

Activity in the related accumulated depreciation and amortization accounts during the three months ended September 30, 2011 was as follows:

	Balance June 30, 2011	Additions	Disposals	Balance September 30, 2011
Building	\$ (14,420,363)	(194,375)	—	(14,614,738)
Furniture and equipment	(8,685,510)	(585,888)	220,984	(9,050,414)
Motor vehicles	(332,490)	(16,308)	—	(348,798)
	<u>\$ (23,438,363)</u>	<u>(796,571)</u>	<u>220,984</u>	<u>(24,013,950)</u>

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(7) **Notes and Bonds Payable**

Notes and bonds payable at June 30, 2012 and September 30, 2012 and changes for the three months ended September 30, 2012 were as follows:

Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
(Amounts shown in thousands)				
General operating accounts:				
Revolving line of credit:				
Bank of America				
floating daily rate (rate of 1.167% at September 30, 2012) termination date of December 1, 2012	\$ 74,500	16,000	—	90,500
Federal Home Loan Bank				
floating daily rate (rate of 0.28% at September 30, 2012) no fixed maturity	35,000	—	—	35,000
Total general operating accounts	\$ 109,500	16,000	—	125,500
Rental housing bond group:				
2002 Series E/F/G, dated December 19, 2002, 3.83% effective interest rate, final due date January 1, 2013				
	2,470	—	—	2,470
2003 Series A/B, dated April 24, 2003, 4.56% effective interest rate, final due date June 1, 2028				
	21,460	—	21,460	—
2003 Series C/D, dated August 5, 2003, 3.87% effective interest rate, final due date November 1, 2028				
	43,480	—	—	43,480
2003 Series E, dated August 5, 2003, 4.84% effective interest rate, final due date November 1, 2028				
	61,365	—	—	61,365
2003 Series F/G, dated December 23, 2003, 5.42% effective interest rate, final due date April 1, 2030				
	42,760	—	—	42,760

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Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
		(Amounts shown in thousands)		
2004 Series A/B, dated March 17, 2003, 5.25% effective interest rate, final due date March 1, 2030	\$ 14,435	—	—	14,435
2004 Series C, dated April 29, 2004, 5.53% effective interest rate, final due date May 1, 2029	61,250	—	—	61,250
2004 Series D/E, dated April 29, 2004, 4.72% effective interest rate, final due date May 1, 2029	43,250	—	—	43,250
2004 Series F/G, dated September 2, 2004, 5.78% effective interest rate, final due date September 1, 2030	49,125	—	1,520	47,605
2004 Series H/I/J, dated December 16, 2004, 5.10% effective interest rate, final due date December 1, 2029	33,315	—	—	33,315
2005 Series A, dated April 26, 2005, 5.37% effective interest rate, final due date May 1, 2030	33,870	—	—	33,870
2005 Series B/C, dated April 26, 2005, 4.58% effective interest rate, final due date May 1, 2031	51,600	—	—	51,600
2005 Series D, dated June 14, 2005, 5.52% effective interest rate, final due date September 1, 2033	37,685	—	990	36,695
2005 Series E/F, dated June 14, 2005, 4.60% effective interest rate, final due date September 1, 2039	41,850	—	815	41,035
2005 Series G, dated October 20, 2005, 5.30% effective interest rate, final due date December 1, 2030	80,790	—	—	80,790
2005 Series H/I, dated October 20, 2005, 4.45% effective interest rate, final due date December 1, 2030	34,250	—	—	34,250

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Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
		(Amounts shown in thousands)		
2005 Series J/K, dated December 14, 2005, 5.30% effective interest rate, final due date February 1, 2035	\$ 36,165	—	—	36,165
2006 Series A, dated May 23, 2006, 4.89% effective interest rate, final due date April 1, 2033	7,865	—	—	7,865
2006 Series B, dated October 31, 2006, 4.68% effective interest rate, final due date November 1, 2038	22,170	—	—	22,170
2006 Series C, dated December 12, 2006, 5.95% effective interest rate, final due date January 1, 2039	43,040	—	—	43,040
2006 Series DEF, dated December 12, 2006, 4.52% effective interest rate, final due date January 1, 2039	77,525	—	610	76,915
2007 Series A, dated June 12, 2007, 6.03% effective interest rate, final due date July 1, 2039	115,920	—	1,555	114,365
2007 Series B/C, dated September 20, 2007, 6.16% effective interest rate, final due date November 1, 2038	22,535	—	—	22,535
2008 Series A, dated March 27, 2008, 5.63% effective interest rate, final due date April 1, 2038	191,285	—	—	191,285
2009 Series A, dated February 26, 2009, 6.86% effective interest rate, final due date March 1, 2039	70,775	—	—	70,775
2009 Series B, dated March 26, 2009, 5.53% effective interest rate, final due date June 1, 2043	28,250	—	—	28,250
2009 Series CD, dated March 30, 2009, 5.81% effective interest rate, final due date February 1, 2021	306,780	—	7,020	299,760
2009 Series E, dated September 24, 2009, 4.72% effective interest rate, final due date October 1, 2044.	49,510	—	—	49,510

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Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
(Amounts shown in thousands)				
2009 Series F, dated November 25, 2009, 4.85% effective interest rate, final due date December 1, 2044	\$ 48,145	—	—	48,145
2010 Series A, dated March 23, 2010, 4.81% effective interest rate, final due date April 1, 2045	20,355	—	—	20,355
2010 Series B, dated April 27, 2010, 4.74% effective interest rate, final due date June 1, 2045	22,505	—	—	22,505
2010 Series C, dated July 28, 2010, 4.62% effective interest rate, final due date August 1, 2045	11,790	—	170	11,620
2010 Series D, dated August 26, 2010, 4.30% effective interest rate, final due date September 1, 2040	33,000	—	720	32,280
2010 Series E, dated October 7, 2010, 4.177% effective interest rate, final due date October 1, 2045	38,405	—	—	38,405
2010 Series F, dated December 2, 2010, 4.85% effective interest rate, final due date January 1, 2041	19,700	—	—	19,700
2011 Series A, dated May 24, 2011, 4.93% effective interest rate, final due date May 1, 2041	11,700	—	—	11,700
2011 Series B, dated September 27, 2011, 4.21% effective interest rate, final due date October 1, 2041	17,480	—	—	17,480
2011 Series C, dated December 8, 2011, 4.25% effective interest rate, final due date December 1, 2038	19,500	—	—	19,500
2011 Series D, dated December 8, 2011, 4.933% effective interest rate, final due date January 1, 2039	155,800	—	—	155,800
2011 Series E, dated December 22, 2011, 4.348% effective interest rate, final due date March 1 2028	156,115	—	—	156,115
2012 Series A, dated February 28, 2012, 3.63% effective interest rate, final due date March 1, 2042	35,000	—	—	35,000

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Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
(Amounts shown in thousands)				
2012 Series B, daied August 21, 2012, 3.71% effective interest rate, final due date August 1, 2042.		114,075	—	114,075
	2,214,270	114,075	34,860	2,293,485
Unamortized premium	4,941	—	—	4,409
Total rental housing bonds	\$ 2,219,211	—	—	2,297,894
VHDA General purpose bonds group:				
2002 Series XYZ, dated October 31, 2002, 4.89% effective interest rate, final due date January 1, 2043	152,510	—	39,730	112,780
2003 Series Q, dated October 30, 2003, 5.65% effective interest rate, final due date October 1, 2028	23,950	—	—	23,950
2003 Series R/S/T/U, dated October 30, 2003 4.68% effective interest rate, final due date October 1, 2038	59,540	—	—	59,540
2003 Series V, dated June 26, 2003 4.32% effective interest rate, final due date October 1, 2029	25,825	—	—	25,825
	261,825	—	39,730	222,095
Unamortized premium	1,756	—	—	1,573
Total VHDA general purpose bonds	\$ 263,581	—	—	223,668
Commonwealth mortgage bonds group:				
2002 Series B, dated March 20, 2002, 6.17% effective interest rate, final due date August 25, 2030	19,022	—	841	18,181
2002 Series E/F/G, dated December 17, 2002, 5.15% effective interest rate, final due date December 25, 2032	17,467	—	690	16,777

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Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
		(Amounts shown in thousands)		
2003 Series C, dated October 1, 2003, 5.10% effective interest rate, final due date August 25, 2033	\$ 1,315	—	206	1,109
2004 Series A, dated March 18, 2004, 4.30% effective interest rate, final due date October 1, 2029	100,390	—	3,000	97,390
2004 Series B, dated June 10, 2004, 5.64% effective interest rate, final due date June 25, 2034	4,120	—	212	3,908
2004 Series C, dated November 2, 2004, 4.21% effective interest rate, final due date January 1, 2031	105,420	—	3,130	102,290
2005 Series A, dated April 21, 2005, 4.31% effective interest rate, final due date October 1, 2031	269,810	—	9,200	260,610
2005 Series B, dated April 21, 2005, 4.92% effective interest rate, final due date July 1, 2042	46,120	—	—	46,120
2005 Series C/D/E, dated November 3, 2005, 4.41% effective interest rate, final due date October 1, 2032	308,570	—	4,800	303,770
2006 Series AB, dated April 27, 2006, 5.85% effective interest rate, final due date March 25, 2036	6,611	—	272	6,339
2006 Series C, dated June 8, 2006, 6.15% effective interest rate, final due date June 25, 2034	30,736	—	1,763	28,973
2006 Series DEF, dated July 13, 2006 4.59% effective interest rate, final due date January 1, 2033	443,505	—	5,000	438,505
2007 Series ABCD, dated May 18, 2007 4.80% effective interest rate, final due date January 1, 2036	895,810	—	12,635	883,175

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Description	Balance at June 30, 2012	Issued	Retired	Balance at September 30, 2012
		(Amounts shown in thousands)		
2008 Series A, dated March 25, 2008, 6.06% effective interest rate, final due March 25, 2038	\$ 57,461	—	2,410	55,051
2008 Series B, dated April 10, 2008, 6.09% effective interest rate, final due date March 25, 2038	84,358	—	2,295	82,063
2008 Series C, dated November 18, 2008, 6.39% effective interest rate, final due date June 25, 2038	33,237	—	1,274	31,963
2008 Series DE, dated December 16, 2008, 6.10% effective interest rate, final due date January 1, 2036	180,755	—	3,310	177,445
2009 Series A, dated November 25, 2009, 4.52% effective interest rate, final due date July 1, 2029	51,750	—	—	51,750
	2,656,457	—	51,038	2,605,419
Unamortized premium	24,269	—	—	24,649
Total commonwealth mortgage bonds group	\$ 2,680,726			2,630,068
Homeownership mortgage bonds group:				
2009 Series B-1, dated February 10, 2010, 4.42% effective interest rate, final due date November 1, 2041	151,390	—	5,000	146,390
2010 Series A, dated February 10, 2010, 3.38% effective interest rate, final due date September 1, 2021	104,130	—	—	104,130
2009 Series B-2, dated October 29, 2010, 3.16% effective interest rate, final due date November 1, 2041	99,000	—	3,100	95,900
2010 Series B, dated October 29, 2010, 2.948% effective interest rate, final due date March 1, 2022	67,500	—	—	67,500

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Description	Balance at	Issued	Retired	Balance at
	June 30,			September 30,
	2012	(Amounts shown in thousands)		2012
2011 Series B-3, dated June 14, 2011 3.71% effective interest rate, final due date November 1, 2041	102,600	—	2,400	100,200
2011 Series A, dated June 14, 2011 3.27% effective interest rate, final due date March 1, 2024	\$ 70,000	—	—	70,000
2009 Series B-4, dated September 27, 2011, 2.68% effective interest rate, final due date November 1, 2041	111,970	—	2,400	109,570
2011 Series B, dated September 27, 2011, 3.09% effective interest rate, final due date September 1, 2024..	74,650	—	—	74,650
	781,240	—	12,900	768,340
Unamortized premium	416	—	—	745
Total homeownership mortgage bonds group	\$ 781,656			769,085
Total	\$ 6,054,674			6,046,215

Notes and bonds payable at June 30, 2011 and September 30, 2011 and changes for the three months ended September 30, 2011 were summarized as follows (amounts in thousands):

	Balance at	Issued	Retired	Change in unamortized premium and compound interest payable	Balance at
	June 30, 2011				September 30 2011
General operating accounts	\$ 534,171	358,070	40,000	—	852,241
Rental housing bond group	2,280,319	17,479	15,575	632	2,282,855
Homeownership mortgage bond group	723,915	186,620	119,770	(54)	790,711
VHDA General purpose bond group	355,623	—	3,710	55	351,968
Commonwealth mortgage bond group	3,078,343	—	57,012	609	3,021,940
Total	\$ 6,972,371	562,169	236,067	1,242	7,299,715

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Current and noncurrent amounts of notes and bonds payable at September 30, 2012 and 2011 were as follows:

	September 30	
	2012	2011
	(Amount in thousands)	
Notes and bonds payable – current	\$ 768,673	1,414,221
Bonds payable – noncurrent	5,277,542	5,885,494
Total	\$ 6,046,215	7,299,715

From time to time, the Authority has participated in refundings, in which new debt is issued and the proceeds are used to redeem, generally within ninety days, previously issued debt. Related discounts or premiums previously deferred are recognized in income or expense, respectively. There were no refundings for the three months ended September 30, 2012 and 2011.

The principal payment obligations and associated interest related to all note and bond indebtedness (excluding the effect of unamortized discounts and premium) commencing October 1, 2012 and thereafter are as follows:

Year ending September 30	Original principal	Current interest	Total debt service
2013	\$ 768,672,931	263,607,185	1,032,280,116
2014	258,985,000	243,903,802	502,888,802
2015	253,515,000	233,987,582	487,502,582
2016	251,115,000	223,776,816	474,891,816
2017	255,660,000	213,249,424	468,909,424
2018 – 2022	1,133,785,000	900,752,677	2,034,537,677
2023 – 2027	911,970,000	662,643,610	1,574,613,610
2028 – 2032	903,932,563	434,191,026	1,338,123,589
2033 – 2037	735,253,545	224,140,677	959,394,222
2038 – 2042	503,949,901	48,811,992	552,761,893
2043 – 2047	38,000,000	3,334,618	41,334,618
Total	\$ 6,014,838,940	3,452,399,409	9,467,238,349

The Authority has a \$100 million revolving credit agreement with Bank of America to provide funds for general corporate purposes. The agreement will terminate on December 1, 2012 unless extended by Bank of America and the Authority. All amounts outstanding are due and payable on the termination date. Interest on any advances is charged at a rate equal to the daily floating LIBOR rate for deposits with one month maturity plus a margin ranging from 95 to 125 basis points per annum based upon the Authority's long-term credit ratings. The Authority is in compliance with all debt covenant requirements. At September 30, 2012 and 2011, there were \$90.5 million and no amounts outstanding, respectively.

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The Authority has a \$150 million revolving credit agreement with the Bank of Nova Scotia to provide funds for general corporate purposes. The term of the agreement expires on November 28, 2013. Interest on any advances is charged at rate equal to the daily floating LIBOR rate for deposits with one month maturity plus a margin ranging from 25 basis points to 150 basis points, based upon the Authority's long-term credit ratings and the duration outstanding. All amounts outstanding on the terminated date or upon written request of the Authority may be converted into a 5 year term. At September 30, 2012 and 2011, there were no amounts outstanding.

The Authority maintains a credit agreement with the Federal Home Loan Bank (FHLB) of Atlanta, whereby FHLB of Atlanta may advance funds that are secured by government agency securities held in FHLB of Atlanta. Interest on any advance is charged under a floating daily rate, which amounted to 0.28% on September 30, 2012 and there is a maximum maturity for any advance of twenty-four months. The Authority is in compliance with all debt covenant requirements. At September 30, 2012 and 2011, there were \$35.0 million and \$852.2 million outstanding, respectively.

(8) Escrows and Project Reserves

Escrows and project reserves represent amounts held by the Authority as escrows for insurance, real estate taxes and completion assurance, and as reserves for replacement and operations (note 14). The Authority invests these funds and, for project reserves, allows earnings to accrue to the benefit of the mortgagor. At September 30, 2012 and 2011, these escrows and project reserves were presented in the Authority's Statements of Net Assets as follows:

	September 30	
	2012	2011
Escrows – current	\$ 59,639,579	63,676,033
Project reserves – noncurrent	132,085,977	159,378,359
Total	\$ 191,725,556	223,054,392

(9) Derivative Instruments

The Authority has entered into forward sales contracts for the delivery of Ginnie Mae securities in order to lock in the sales price for the securitization of certain single-family mortgage loans. The contracts offset changes in interest rates between the time of the loan reservations and the securitization of such loans into Ginnie Mae securities. These contracts are considered investment derivative instruments, such that their change in fair value is reported as investment derivative losses on the Statement of Revenues, Expenses, and Changes in Net Assets.

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The outstanding forward contracts, summarized by counterparty as of September 30, 2012, were as follows:

Counterparty Rating	Count	Par	Concentration	Notional Amount	Market Value	Fair Value Asset (Liability)
Baa2	18	\$ 55,400,000	42.8%	\$ 57,998,016	\$ 59,071,094	\$ (1,073,078)
A2	1	2,000,000	1.5%	2,059,375	2,142,500	(83,125)
A2	4	11,337,302	8.8%	11,907,119	12,135,042	(227,923)
Ba1	2	6,800,000	5.3%	7,057,141	7,268,563	(211,422)
Aaa	1	1,000,000	0.8%	1,061,914	1,066,719	(4,805)
A2	11	37,801,109	29.2%	39,919,874	40,537,006	(617,132)
Baa3	7	12,100,000	9.3%	12,514,715	12,843,828	(329,113)
Baa2	1	3,000,000	2.3%	3,127,969	3,205,313	(77,344)
		<u>129,438,411</u>	100.0%	<u>135,646,123</u>	<u>138,270,065</u>	<u>(2,623,942)</u>

(10) Investment Income and Arbitrage Liabilities

The amount of investment income the Authority may earn with respect to certain tax-exempt bond issues in the Commonwealth Mortgage Bond Group, Homeownership Bond Group, Rental Housing Bond Group, and VHDA General Purpose Bond Group is limited by certain federal legislation. Earnings in excess of the allowable amount must be rebated to the U.S. Department of the Treasury. These excess earnings are recorded in accounts payable and other liabilities. No rebates were paid in the first quarter ended September 30, 2012. Rebates paid in the first quarter of the prior year totaled \$1,788,597. Remaining liability balances were \$47,700 and \$180,710 at September 30, 2012 and 2011, respectively.

(11) Net Assets

Invested in capital assets, net of related debt, represent property, furniture, and equipment, as well as an investment in rental property, less the current outstanding applicable debt. Restricted net assets represent those portions of the total net assets in trust accounts established by the various bond resolutions for the benefit of the respective bond owners. Restricted net assets are generally mortgage loans and funds held for placement into mortgage loans, investments, and funds held for scheduled debt service.

Unrestricted net assets represent those portions of the total net assets set aside to reflect current utilization and tentative plans for future utilization of such net assets. As of September 30, 2012 and 2011, such plans included funds to be available for other loans and loan commitments; for over commitments and over allocations in the various bond issues; for support funds and contributions to bond issues; and for working capital and future operating and capital expenditures. Additional unrestricted net assets commitments include maintenance of the Authority's obligation with regard to the general obligation pledge on its bonds; contributions to future bond issues other than those scheduled during the next year; coverage on the uninsured, unsubsidized multi-family conventional loan program and any unanticipated losses in connection with the uninsured portions of the balance of the single-family and multi-family loans; coverage on the liability exposure of commissioners and officers; the cost of holding foreclosed property

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prior to resale; costs incurred with the redemption of bonds; single-family loan prepayment shortfalls; and other risks and contingencies.

(12) Employee Benefits Plans

The Authority incurs employment retirement savings expense under two defined contribution plans equal to between 8%-11% of full-time employees' compensation. Total retirement savings expense for the three months ended September 30, 2012 and 2011 was \$611,828 and \$585,898, respectively.

The Authority sponsors a deferred compensation plan available to all employees created in accordance with Internal Revenue Section 457. The Plan permits participants to defer a portion of their salary or wage until future years. The deferred compensation is not available to employees until termination, retirement, or death. The assets of the Plan are in an irrevocable trust with an external trustee and, accordingly, no assets or liabilities are reflected in the Authority's basic financial statements.

As of September 30, 2012 and 2011, included in other liabilities, is an employee compensated absences accrual of \$4,352,770 and \$3,967,294, respectively (note 14).

(13) Other Post-Employment Benefits

Eligible employees may participate in the Virginia Housing Development Authority Retiree Health Care Plan (RHC), a single-employer defined benefit plan. The Authority administers the RHC through the Virginia Housing Development Authority Retiree Health Care Plan Trust (RHC Trust), an irrevocable trust used solely for providing benefits to eligible participants in the RHC. Contributions by the Authority are discretionary. Assets of the RHC Trust are irrevocable and legally protected from creditors and dedicated to providing post-employment reimbursement of eligible medical and dental expenses to current and eligible future retirees and their spouses in accordance with the terms of the RHC. Employer contributions are recorded in the year in which they are earned and become measurable. Investments are reported at fair value and are based on published prices and quotations.

Effective January 1, 2006, eligible retirees must be at least 55 years of age with 15 years of service, (or at least 55 years of age with 10 years of service if employed by the Authority prior to such date). RHC participants receive an annual benefit based on age and years of service at retirement and based on a matrix, updated annually for cost-of-living plus 2% not to exceed 150% of the annual premium for preferred provider organization medical plan offered that year if the participant under age 65 or not to exceed 75% or the annual premium if the participant is age 65 or over. The annual benefit may be used to pay for health insurance purchased through the Authority's group plan or elsewhere, and for other eligible medical and dental expenses. For the year ended June 30, 2012, there were approximately 58 participating retirees and spouses and 297 active employees earning service credits in the RHC.

The Authority currently contributes amounts to the RHC Trust sufficient to fully fund the annual required contribution (ARC), an actuarially determined rate in accordance with GAAP. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year plus an amortized amount of unfunded actuarial liabilities (or fund excess) over a period not to exceed thirty years. The ARC for the fiscal year ended June 30, 2012 of \$504,032 was approximately 2.0% of covered payroll.

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The actuarially determined values for disclosure in accordance with GASB 45, *Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions*, are as follows:

Fiscal year-end	Beginning net OPEB obligation (asset)	ARC	Interest on OPEB liability	ARC adjustment	Amortization factor	Annual OPEB cost
June 30, 2008	\$ —	753,288	—	—	12.41	753,288
June 30, 2009	(29,738)	895,410	(2,082)	2,316	12.84	895,644
June 30, 2010	(106,007)	964,000	(6,625)	5,038	21.04	962,413
June 30, 2011	(39,238)	980,913	(2,452)	1,865	21.04	980,325
June 30, 2012	(8,913)	504,032	(557)	437	21.04	503,912

The OPEB cost to the Authority and its contributions and changes in the RHC plan for fiscal years 2008 through 2012 are as follows:

Fiscal year-end	Beginning net OPEB obligation (asset)	Annual OPEB cost	Contribution	Change in net OPEB obligation (asset)	Net OPEB obligation (asset) balance
June 30, 2008	\$ —	753,288	(783,026)	(29,738)	(29,738)
June 30, 2009	(29,738)	895,644	(971,913)	(76,269)	(106,007)
June 30, 2010	(106,007)	962,413	(895,644)	66,769	(39,238)
June 30, 2011	(39,238)	980,325	(950,000)	30,325	(8,913)
June 30, 2012	(8,913)	503,912	(1,054,730)	(550,818)	(559,731)

For the year ended June 30, 2012, the Authority's Annual OPEB cost was \$503,912; the percentage of Annual OPEB Cost Contribution was 195%; and the ending net OPEB asset was \$559,731. For the year ended June 30, 2011, the Authority's Annual OPEB cost was \$980,325; the percentage of Annual OPEB Cost Contribution was 97%; and the ending net OPEB asset was \$8,913.

As of December 31, 2011, the unfunded actuarial accrued liability (UAAL) for benefits was \$1,504,155. The covered payroll (annual payroll of active employees covered by the RHC) was \$24,701,597 and the ratio of the UAAL to the covered payroll was 6.1%. As of December 31, 2011, the actuarial value of net assets held by the RHC Trust was \$13,653,900, the actuarial accrued liability was \$15,158,055, and the funded ratio was 90.1%. As of June 30, 2012, the RHC Trust had \$14,241,647 in net assets. As of June 30, 2011, the RHC Trust had \$12,710,211 in net assets.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Examples include assumptions about mortality and healthcare cost trends. Actuarially determined amounts are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and are subject to continual revisions as actual results are compared with past expectations and revised estimates are made about the future. In the actuarial

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valuation, the entry age-cost method was used. The December 31, 2011 actuarial assumptions include a 6.25% long term investment rate of return per annum and a 3.5% payroll growth rate. The projected healthcare cost trend is 8.0% initially, reduced by decrements to an ultimate rate of 5.0% after 6 years. The UAAL is being amortized as a level percentage of projected payroll on a closed basis. The UAAL was amortized over 30 years in calculating the fiscal year 2012 ARC.

(14) Other Long-Term Liabilities

Activity in the Authority's noncurrent liability accounts, other than bonds payable, for the three months ended September 30, 2012 was as follows:

	Balance at June 30, 2012	Additions	Decreases	Balance at September 30, 2012
Project reserves	\$ 139,385,475	22,101,132	29,400,630	132,085,977
Commonwealth Priority Housing Fund liability	7,835,136	7,286	570,567	7,271,855
Other liabilities	20,593,289	1,844,938	1,713,773	20,724,454
Compensated absences payable	4,261,506	608,093	516,829	4,352,770
Total	\$ 172,075,406	24,561,449	32,201,799	164,435,056

Activity in the Authority's noncurrent liability accounts, other than bonds payable, for the three months ended September 30, 2011 was as follows:

	Balance at June 30, 2011	Additions	Decreases	Balance at September 30, 2011
Project reserves	\$ 166,442,678	9,485,944	16,550,263	159,378,359
Commonwealth Priority Housing Fund liability	8,005,328	7,505,388	7,502,773	8,007,943
Other liabilities	16,954,686	2,385,322	2,129,471	17,210,537
Compensated absences payable	4,050,459	417,893	501,058	3,967,294
Total	\$ 195,453,151	19,794,547	26,683,565	188,564,133

(15) Contingencies and Other Matters

Certain claims, suits, and complaints arising in the ordinary course of business have been filed and are pending against the Authority. In the opinion of management, all such matters are adequately covered by insurance or, if not so covered, are without merit or are of such kind or involve such amounts as would not have a material adverse effect on the basic financial statements of the Authority.

The Authority participates in several Federal financial assistance programs, principal of which are the HUD loan guarantee programs. Although the Authority's administration of Federal grant programs has been audited in accordance with the provisions of the United States Office of Management and Budget Circular A-133, these programs are still subject to financial and compliance audits. The amount, if any, of

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expenses which may be disallowed by the granting agencies cannot be determined at this time, although the Authority does not expect such amounts, if any, to be material in relation to its basic financial statements.

The Authority is exposed to various risks of loss such as theft of, damage to, and destruction of assets, injuries to employees, and natural disasters. The Authority carries commercial insurance for these risks. There have been no significant reductions in insurance coverage from coverage in the prior year, and settled claims have not exceeded the amount of insurance coverage in any of the past three fiscal years.

(16) Subsequent Events

In addition to scheduled issuances and redemptions, the Authority made issuances and redemptions of notes and bonds payable subsequent to September 30, 2012 as follows:

	Issuance / redemption date	Amount
Issues:		
Bank of America, N.A., Revolving Credit Agreement	October 3, 2012	\$ 3,000,000
Bank of America, N.A., Revolving Credit Agreement	November 5, 2012	1,500,000
Bank of America, N.A., Revolving Credit Agreement	November 8, 2012	2,000,000
Bank of America, N.A., Revolving Credit Agreement	November 20, 2012	1,500,000
Rental Housing Bonds, 2012 Series D	October 30, 2012	221,925,000
Redemptions:		
Commonwealth Mortgage Bonds, 2005 Series B	October 1, 2012	46,120,000
Commonwealth Mortgage Bonds, 2008 Series D,E	October 1, 2012	10,000,000
VHDA General Purpose Bonds, 2003 Series V	October 1, 2012	24,840,000
VHDA General Purpose Bonds, 2003 Series Q	October 1, 2012	23,060,000
VHDA General Purpose Bonds, 2003 Series T	October 1, 2012	855,000
Commonwealth Mortgage Bonds, 2006 Series D	November 1, 2012	3,000,000
Commonwealth Mortgage Bonds, 2004 Series A	November 1, 2012	45,270,000
VHDA General Purpose Bonds, 2002 Series Z	November 1, 2012	38,290,000
VHDA General Purpose Bonds, 2003 Series R	November 1, 2012	4,470,000
VHDA General Purpose Bonds, 2003 Series S	November 1, 2012	5,565,000
VHDA General Purpose Bonds, 2003 Series T	November 1, 2012	30,845,000
VHDA General Purpose Bonds, 2003 Series U	November 1, 2012	17,015,000
Rental Housing Bonds, 2003 Series C	November 1, 2012	35,555,000
Rental Housing Bonds, 2003 Series D	November 1, 2012	4,860,000
Rental Housing Bonds, 2003 Series E	November 1, 2012	58,110,000
Bank of America, N.A., Revolving Credit Agreement	November 9, 2012	16,500,000

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Required Supplementary Information

Retiree Healthcare Plan – Schedule of Funding Progress by Plan Valuation Date

Actuarial valuation date	Actuarial value of assets	Actuarial accrued liability	Unfunded actuarial accrued liability	Funded ratio	Covered payroll	Unfunded as a percent of covered payroll
December 31, 2007	\$ 8,631,596	10,747,191	2,115,595	80.3%	\$ 20,479,198	10.3%
December 31, 2008	7,880,680	12,016,655	4,135,976	65.6	21,830,868	18.9
December 31, 2009	10,333,985	16,280,849	5,946,864	63.5	22,527,041	26.4
December 31, 2010	12,337,427	17,797,668	5,460,241	69.3	22,973,051	23.8
December 31, 2011	13,653,900	15,158,055	1,504,155	90.1	24,701,597	6.1

The required schedule of funding progress presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

As of December 31, 2011, the unfunded actuarial accrued liability (UAAL) for benefits was \$1,504,155. The covered payroll (annual payroll of active employees covered by the RHC) was \$24,701,597 and the ratio of the UAAL to the covered payroll was 6.1%. As of December 31, 2011, the actuarial value of net assets held by the RHC Trust was \$13,653,900, the actuarial accrued liability was \$15,158,055, and the funded ratio was 90.1%. As of June 30, 2012, the RHC Trust had \$14,241,647 in net assets. As of June 30, 2011, the RHC Trust had \$12,710,211 in net assets.

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Examples include assumptions about mortality and healthcare cost trends. Actuarially determined amounts are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and are subject to continual revisions as actual results are compared with past expectations and revised estimates are made about the future. In the actuarial valuation, the entry age-cost method was used. The December 31, 2011 actuarial assumptions include a 6.25% long term investment rate of return per annum and a 3.5% payroll growth rate. The projected healthcare cost trend is 8.0% initially, reduced by decrements to an ultimate rate of 5.0% after 6 years. The UAAL is being amortized as a level percentage of projected payroll on a closed basis. The UAAL was amortized over 30 years in calculating the fiscal year 2012 ARC.

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Combining Schedule of Net Assets

September 30, 2012

(Unaudited)

Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current assets:						
Cash and cash equivalents	\$ 210,428,728	198,859,211	35,472,456	324,591,212	80,038,521	849,390,128
Investments	1,681,694	—	859,455	—	—	2,541,149
Interest receivable – investments	264,634	65,797	40,291	507,375	43,618	921,715
Mortgage and other loans receivable	2,630,127	63,141,150	19,185,457	75,406,185	15,888,621	176,251,540
Interest receivable – mortgage and other loans	1,229,503	16,870,230	1,777,198	14,655,156	2,297,884	36,829,971
Other real estate owned	422,219	1,648,729	2,096,731	14,527,145	—	18,694,824
Other assets	5,474,216	399,155	67,251	2,980,047	—	8,920,669
Total current assets	<u>222,131,121</u>	<u>280,984,272</u>	<u>59,498,839</u>	<u>432,667,120</u>	<u>98,268,644</u>	<u>1,093,549,996</u>
Noncurrent assets:						
Investments	72,863,361	—	—	118,208,926	—	191,072,287
Mortgage and other loans receivable	108,658,195	2,917,547,055	356,220,167	3,525,954,715	689,396,134	7,597,776,266
Less allowance for loan loss	6,803,356	45,093,749	11,863,742	99,900,040	3,642,720	167,303,607
Less (plus) net deferred loan fees	413,162	38,277,071	1,601,932	(16,146,026)	(5,805,283)	18,340,856
Mortgage and other loans receivable, net	<u>101,441,677</u>	<u>2,834,176,235</u>	<u>342,754,493</u>	<u>3,442,200,701</u>	<u>691,558,697</u>	<u>7,412,131,803</u>
Investment in rental property, net	—	65,484,352	7,089,654	—	—	72,574,006
Property, furniture, and equipment, less accumulated depreciation and amortization of \$26,496,456	9,525,968	7,029,786	8,426,612	—	—	24,982,366
Unamortized bond issuance expenses	455,984	305,933	766,680	1,077,960	1,328,494	3,935,051
Other assets	3,497,502	—	—	—	—	3,497,502
Total noncurrent assets	<u>187,784,492</u>	<u>2,906,996,306</u>	<u>359,037,439</u>	<u>3,561,487,587</u>	<u>692,887,191</u>	<u>7,708,193,015</u>
Total assets	<u>\$ 409,915,613</u>	<u>3,187,980,578</u>	<u>418,536,278</u>	<u>3,994,154,707</u>	<u>791,155,835</u>	<u>8,801,743,011</u>

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VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Combining Schedule of Net Assets

September 30, 2012

(Unaudited)

Liabilities and Net Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current liabilities:						
Notes and bonds payable	\$ 125,500,000	205,625,000	145,025,000	265,922,931	26,600,000	768,672,931
Accrued interest payable on notes and bonds	8,681	33,566,154	4,012,309	40,239,907	2,110,153	79,937,204
Derivative instruments	—	—	—	2,623,941	—	2,623,941
Housing Choice Voucher contributions payable	138,122	—	—	—	—	138,122
Escrows	59,639,579	—	—	—	—	59,639,579
Accounts payable and other liabilities	9,086,317	441,257	24,172	8,887,440	—	18,439,186
Total current liabilities	194,372,699	239,632,411	149,061,481	317,674,219	28,710,153	929,450,963
Noncurrent liabilities:						
Bonds payable, net	—	2,092,269,344	78,642,647	2,364,144,752	742,485,539	5,277,542,282
Project reserves	132,085,977	—	—	—	—	132,085,977
Other liabilities	(4,298,284)	31,451,362	4,696,906	499,095	—	32,349,079
Total noncurrent liabilities	127,787,693	2,123,720,706	83,339,553	2,364,643,847	742,485,539	5,441,977,338
Total liabilities	322,160,392	2,363,353,117	232,401,034	2,682,318,066	771,195,692	6,371,428,301
Net assets:						
Invested in capital assets, net of related debt	(2,098,734)	(1,580,923)	9,525,968	—	—	5,846,311
Restricted by bond indentures	—	826,208,384	176,609,276	1,311,836,641	19,960,143	2,334,614,444
Unrestricted	89,853,955	—	—	—	—	89,853,955
Total net assets	87,755,221	824,627,461	186,135,244	1,311,836,641	19,960,143	2,430,314,710
Total liabilities and net assets	\$ 409,915,613	3,187,980,578	418,536,278	3,994,154,707	791,155,835	8,801,743,011

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Combining Schedule of Revenues, Expenses, and Changes in Net Assets

Three months ended September 30, 2012

(Unaudited)

	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Operating revenues:						
Interest on mortgage and other loans receivable	\$ 1,113,119	52,440,516	6,170,434	48,805,708	7,661,142	116,190,919
Pass-through grants income	32,651,343	—	—	—	—	32,651,343
Housing Choice Voucher program income	1,561,246	—	—	—	—	1,561,246
Investment in rental property income	—	2,285,601	562,515	—	—	2,848,116
Gains and recoveries on sale of other real estate owned	—	169,440	7,260	1,167,511	—	1,344,211
Other	3,393,480	105,196	639,448	7,269,171	—	11,407,295
Total operating revenues	38,719,188	55,000,753	7,379,657	57,242,390	7,661,142	166,003,130
Operating expenses:						
Interest on notes and bonds payable	269,179	28,894,465	2,820,736	31,940,577	6,679,975	70,604,932
Salaries and related employee benefits	8,818,140	—	—	—	—	8,818,140
General operating expenses	4,557,049	—	—	—	—	4,557,049
Note and bond expenses	45,996	—	—	—	—	45,996
Amortization of bond issuance expenses	8,583	62,598	236,054	18,968	11,334	337,537
Pass-through grants expenses	32,651,343	—	—	—	—	32,651,343
Housing Choice Voucher program expenses	1,530,611	—	—	—	—	1,530,611
External mortgage servicing expenses	222,876	—	216	—	—	223,092
Investment in rental property expenses	—	2,738,857	688,222	—	—	3,427,079
Losses and expenses on other real estate owned	25,760	298,812	886,645	9,846,451	71,453	11,129,121
Provision for loan losses	315,435	601,655	471,473	6,249,914	326,419	7,964,896
Total operating expenses	48,444,972	32,596,387	5,103,346	48,055,910	7,089,181	141,289,796
Operating income (expense)	(9,725,784)	22,404,366	2,276,311	9,186,480	571,961	24,713,334
Nonoperating revenues (expenses):						
Investment income	2,043,549	72,314	31,056	235,740	47,707	2,430,366
Unrealized loss on derivative instruments	—	—	—	(1,987,554)	—	(1,987,554)
Other, net	10,479	—	—	—	—	10,479
Total nonoperating revenues, net	2,054,028	72,314	31,056	(1,751,814)	47,707	453,291
Income (loss) before transfers	(7,671,756)	22,476,680	2,307,367	7,434,666	619,668	25,166,625
Transfers between funds	(3,577,527)	1,375,907	468,442	497,280	1,235,898	—
Change in net assets	(11,249,283)	23,852,587	2,775,809	7,931,946	1,855,566	25,166,625
Total net assets, beginning of year	99,004,504	800,774,874	183,359,435	1,303,904,695	18,104,577	2,405,148,085
Total net assets, end of quarter	\$ 87,755,221	824,627,461	186,135,244	1,311,836,641	19,960,143	2,430,314,710

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Combining Schedule of Net Assets

September 30, 2011

(Unaudited)

Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current assets:						
Cash and cash equivalents	\$ 1,071,043,974	119,728,829	20,989,257	315,075,026	236,078,796	1,762,915,882
Investments	3,005,487	—	—	—	—	3,005,487
Interest receivable – investments	269,074	30,820	28,287	554,418	41,405	924,005
Mortgage and other loans receivable	2,597,444	60,467,264	22,452,346	72,243,668	11,564,986	169,325,708
Interest receivable – mortgage and other loans	1,175,190	16,789,220	2,509,631	15,693,235	1,795,219	37,962,495
Other real estate owned	786,816	698,944	1,272,111	31,942,963	—	34,700,834
Other assets	6,333,838	413,479	353,016	3,469,487	—	10,569,820
Total current assets	<u>1,085,211,824</u>	<u>198,128,556</u>	<u>47,604,648</u>	<u>438,978,797</u>	<u>249,480,406</u>	<u>2,019,404,231</u>
Noncurrent assets:						
Investments	58,290,794	—	892,723	141,252,331	—	200,435,848
Mortgage and other loans receivable	100,520,649	2,837,211,378	476,168,169	3,865,343,417	553,552,762	7,832,796,375
Less allowance for loan loss	7,488,827	50,142,206	10,421,547	64,821,479	1,515,982	134,390,041
Less (plus) net deferred loan fees	622,650	40,637,238	3,041,115	(16,095,668)	(4,174,074)	24,031,261
Mortgage and other loans receivable, net	<u>92,409,172</u>	<u>2,746,431,934</u>	<u>462,705,507</u>	<u>3,816,617,606</u>	<u>556,210,854</u>	<u>7,674,375,073</u>
Investment in rental property, net	—	53,959,854	9,337,606	—	—	63,297,460
Property, furniture, and equipment, less accumulated depreciation and amortization of \$24,013,950	9,865,530	7,029,786	8,426,612	—	—	25,321,928
Unamortized bond issuance expenses	360,000	1,309,416	1,205,562	1,170,784	1,139,325	5,185,087
Other assets	3,268,442	—	—	—	—	3,268,442
Total noncurrent assets	<u>164,193,938</u>	<u>2,808,730,990</u>	<u>482,568,010</u>	<u>3,959,040,721</u>	<u>557,350,179</u>	<u>7,971,883,838</u>
Total assets	<u>\$ 1,249,405,762</u>	<u>3,006,859,546</u>	<u>530,172,658</u>	<u>4,398,019,518</u>	<u>806,830,585</u>	<u>9,991,288,069</u>

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
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Combining Schedule of Net Assets

September 30, 2011

(Unaudited)

Liabilities and Net Assets	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Current liabilities:						
Notes and bonds payable	\$ 852,240,752	173,110,000	11,655,000	354,115,536	23,100,000	1,414,221,288
Accrued interest payable on notes and bonds	41,808	37,560,073	5,709,280	45,270,445	1,750,876	90,332,482
Housing Choice Voucher contributions payable	180,271	—	—	—	—	180,271
Escrows	63,676,033	—	—	—	—	63,676,033
Accounts payable and other liabilities	6,707,518	253,841	160,550	4,545,696	—	11,667,605
Total current liabilities	<u>922,846,382</u>	<u>210,923,914</u>	<u>17,524,830</u>	<u>403,931,677</u>	<u>24,850,876</u>	<u>1,580,077,679</u>
Noncurrent liabilities:						
Bonds payable, net	—	2,109,745,113	340,313,016	2,667,824,793	767,611,394	5,885,494,316
Project reserves	159,378,359	—	—	—	—	159,378,359
Other liabilities	(5,699,062)	29,603,934	4,622,101	658,801	—	29,185,774
Total noncurrent liabilities	<u>153,679,297</u>	<u>2,139,349,047</u>	<u>344,935,117</u>	<u>2,668,483,594</u>	<u>767,611,394</u>	<u>6,074,058,449</u>
Total liabilities	<u>1,076,525,679</u>	<u>2,350,272,961</u>	<u>362,459,947</u>	<u>3,072,415,271</u>	<u>792,462,270</u>	<u>7,654,136,128</u>
Net assets:						
Invested in capital assets, net of related debt	9,865,530	18,212,335	(2,705,113)	—	—	25,372,752
Restricted by bond indentures	—	638,374,250	170,417,824	1,325,604,247	14,368,315	2,148,764,636
Unrestricted	163,014,553	—	—	—	—	163,014,553
Total net assets	<u>172,880,083</u>	<u>656,586,585</u>	<u>167,712,711</u>	<u>1,325,604,247</u>	<u>14,368,315</u>	<u>2,337,151,941</u>
Total liabilities and net assets	<u>\$ 1,249,405,762</u>	<u>3,006,859,546</u>	<u>530,172,658</u>	<u>4,398,019,518</u>	<u>806,830,585</u>	<u>9,991,288,069</u>

See accompanying notes to basic financial statements.

VIRGINIA HOUSING DEVELOPMENT AUTHORITY
(A Component Unit of the Commonwealth of Virginia)

Combining Schedule of Revenues, Expenses, and Changes in Net Assets

Three months ended September 30, 2011

(Unaudited)

	General Operating Accounts	Rental Housing Bond Group	VHDA General Purpose Bond Group	Commonwealth Mortgage Bond Group	Home- ownership Bond Group	Total
Operating revenues:						
Interest on mortgage and other loans receivable	\$ 869,394	51,304,281	8,582,380	57,056,449	6,003,024	123,815,528
Pass-through grants income	31,054,160	—	—	—	—	31,054,160
Housing Choice Voucher program income	16,975,269	—	—	—	—	16,975,269
Investment in rental property income	—	2,831,728	846,173	—	—	3,677,901
Gains and recoveries on sale of other real estate owned	—	—	20,875	306,675	—	327,550
Other	2,068,566	242,108	139,999	11,331	—	2,462,004
Total operating revenues	50,967,389	54,378,117	9,589,427	57,374,455	6,003,024	178,312,412
Operating expenses:						
Interest on notes and bonds payable	128,723	31,154,376	4,412,893	36,956,109	5,201,306	77,853,407
Salaries and related employee benefits	8,399,965	—	—	—	—	8,399,965
General operating expenses	4,162,575	—	—	—	—	4,162,575
Note and bond expenses	166,726	—	—	—	—	166,726
Amortization of bond issuance expenses	2,750	29,516	10,309	18,801	9,326	70,702
Pass-through grants expenses	31,054,160	—	—	—	—	31,054,160
Housing Choice Voucher program expenses	17,969,629	—	—	—	—	17,969,629
External mortgage servicing expenses	183,723	—	337	—	—	184,060
Investment in rental property expenses	—	4,260,989	1,034,700	—	—	5,295,689
Losses and expenses on other real estate owned	24,227	33,843	552,735	13,423,445	32,888	14,067,138
Provision for loan losses	(906,746)	566,932	289,010	6,579,998	332,899	6,862,093
Total operating expenses	61,185,732	36,045,656	6,299,984	56,978,353	5,576,419	166,086,144
Operating income (expense)	(10,218,343)	18,332,461	3,289,443	396,102	426,605	12,226,268
Nonoperating revenues:						
Investment income	(312,537)	65,711	20,411	6,866,565	79,930	6,720,080
Other, net	22,509	—	—	—	—	22,509
Total nonoperating revenues	(290,028)	65,711	20,411	6,866,565	79,930	6,742,589
Income (loss) before transfers	(10,508,371)	18,398,172	3,309,854	7,262,667	506,535	18,968,857
Transfers between funds						
Change in net assets	29,474,671	10,188,219	757,546	(41,905,387)	1,484,951	—
Total net assets, beginning of year	153,913,783	628,000,194	163,645,311	1,360,246,967	12,376,829	2,318,183,084
Total net assets, end of quarter	\$ 172,880,083	656,586,585	167,712,711	1,325,604,247	14,368,315	2,337,151,941

See accompanying notes to basic financial statements.

SUMMARY OF CONTINUING DISCLOSURE AGREEMENT

Certain provisions of the Continuing Disclosure Agreement, as amended, between the Authority and the Trustee (the “Continuing Disclosure Agreement”) not previously discussed in this Official Statement are summarized below. This summary does not purport to be complete or definitive and is qualified in its entirety by reference to the full terms of the Continuing Disclosure Agreement. This summary does not apply to Subject Bonds issued prior to December 1, 2010.

The Continuing Disclosure Agreement between the Authority and the Trustee was executed and delivered for the benefit of the Holders and Beneficial Owners of the Subject Bonds and in order to assist the Participating Underwriters in complying with SEC Rule 15c2-12(b)(5). The Offered Bonds are to be Subject Bonds.

Certain Definitions

Defined terms used in the Continuing Disclosure Agreement and not otherwise defined therein have the meanings set forth in the Resolution.

“Annual Financial Information” means the information to be provided by the Authority described under the caption “Content of Annual Financial Information.”

“Beneficial Owner” means a beneficial owner of Subject Bonds as determined pursuant to the Rule.

“Bonds” means, at any time, all of the Authority’s then Outstanding Commonwealth Mortgage Bonds, collectively.

“Fiscal Year” means that period established by the Authority with respect to which its, as applicable, Audited Financial Statements or Unaudited Financial Statements are prepared. As of the date of the Continuing Disclosure Agreement, the Authority’s Fiscal Year begins on July 1 and ends on June 30 of the next calendar year.

“Holders” means the registered owners of the Subject Bonds.

“MSRB” means the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934.

“Obligated Person” means any person, including VHDA, who is either generally or through an enterprise, fund or account of such person committed by contract or other arrangement to support payment of all or part of the obligations on any Subject Bonds to be sold in an offering (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities). The term “Obligated Person” shall not include the mortgagor of any Mortgage Loan.

“Participating Underwriters” means the respective underwriters in connection with the offering of a series of Bonds which are Subject Bonds.

“Rule” means the applicable provisions of Rule 15c2-12 adopted by the SEC under the Securities Exchange Act of 1934, as amended, as in effect on the date of the Continuing Disclosure Agreement, including any official interpretations thereof.

“SEC” means the United States Securities and Exchange Commission.

“Subject Bonds” means those Bonds which are expressly made subject to the Continuing Disclosure Agreement in the Authority documents related to the issuance of such Bonds.

Provision of Annual Financial Information

The Authority will, not later than 180 days after the end of the Authority’s Fiscal Year, provide to the MSRB the Annual Financial Information.

The Continuing Disclosure Agreement requires the Authority to provide, in a timely manner, notice to the MSRB of any failure by the Authority to provide Annual Financial Information to the MSRB on or before the date described in the first paragraph under this heading and also of any change in the Authority’s fiscal year.

Content of Annual Financial Information

The Authority’s Annual Financial Information shall contain or include by reference information of the following type:

(a) the audited financial statements, if available, or unaudited financial statements of the Authority for the Fiscal Year ended on the previous June 30, prepared in accordance with generally accepted accounting principles, applied on a consistent basis; provided, however, that the Authority may from time to time, in order to comply with federal or state legal requirements, modify the basis upon which its financial statements are prepared;

(b) the balance of the Debt Service Reserve Fund, valued in accordance with the Resolution;

(c) the amount of General Fund assets made or expected to be made available to originate mortgage loans with yields which are, at the time such loans are originated, substantially less than the yields of U.S. government or agency securities of similar maturity;

(d) the amount outstanding under the Authority's \$38 million (original amount) line of credit to the Commonwealth's Virginia Housing Partnership Revolving Fund, if such line of credit is in effect during the applicable Fiscal Year;

(e) the delinquency status of Mortgage Loans and mortgage loans originated under the Authority's other single family resolution programs ("Other Mortgage Loans"), the outstanding balance of all Mortgage Loans and Other Mortgage Loans, the outstanding balance of delinquent Mortgage Loans and Other Mortgage Loans, the percentage of delinquent Mortgage Loans and Other Mortgage Loans, the outstanding balance of Mortgage Loans and Other Mortgage Loans in foreclosure, and the percentage of Mortgage Loans and Other Mortgage Loans in foreclosure;

(f) the amount of any allowance for loan losses;

(g) the original principal amounts, outstanding principal amounts, and effective interest rates (if fixed to maturity) on the outstanding general obligation notes and bonds of the Authority;

(h) the percentage of outstanding principal balance of Mortgage Loans, by primary insurance provider; and

(i) the percentage of the Authority's single family mortgage loan portfolio serviced by the Authority, overall and newly originated, and the remaining percentage of such portfolio serviced by its principal external servicers.

If the Authority's Annual Financial Information does not include its audited financial statements, when and if such audited financial statements become available the Authority shall provide them to the MSRB.

Any of the items (b) through (i) above will not be provided separately if included in the Authority's financial statements. In addition, any or all of the items listed above may be included by specific reference to documents, previously either (i) provided to the MSRB, or (ii) filed with the SEC (if such document is a final official statement within the meaning of the Rule, it must also be available from the MSRB). Annual Financial Information may be provided in one document or multiple documents, and at one time or in part from time to time.

In addition to items (a) through (i) above, the Authority's Annual Financial Information shall include information regarding amendments to the Continuing Disclosure Agreement as described below in the last two paragraphs under the heading "Amendment of Continuing Disclosure Agreement."

Reporting of Significant Events

The Authority will give notice, in a timely manner not in excess of ten business days after the occurrence of an event, to the MSRB of the occurrence of any of the following events with respect to the Subject Bonds:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of any Subject Bonds, or other material events affecting the tax status (if applicable) of any Subject Bonds;
- (vii) modifications to rights of Holders, if material;
- (viii) Subject Bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the Subject Bonds, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the Obligated Person;

- (xiii) the consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, 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
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

For the purposes of the event identified in clause (xii) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person.

Notwithstanding the foregoing, unless the Rule requires otherwise, notice of the events described in items (viii) and (ix) need not be given any earlier than, if applicable, the date notice is required to be given to Holders of applicable Subject Bonds pursuant to the Resolution or the Authority's documents authorizing the issuance of such Subject Bonds.

The Continuing Disclosure Agreement requires the Trustee to promptly give notice to the Authority whenever, in the course of performing its duties as Trustee under the Bond Resolution, the Trustee identifies a Listed Event; provided, however, that the failure of the Trustee so to advise the Authority shall not constitute a breach by the Trustee of any of its duties and responsibilities under the Continuing Disclosure Agreement and the Bond Resolution.

Amendment of Continuing Disclosure Agreement

The Continuing Disclosure Agreement may be amended by written agreement of the Authority and the Trustee, and any provision of the Continuing Disclosure Agreement may be waived, without the consent of the Holders or Beneficial Owners (except to the extent required as described in clause 4 (ii) below), if all of the following conditions are satisfied: (1) the Authority determines that such amendment or waiver is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of the Authority or the type of business conducted thereby or is made to facilitate compliance with the Rule and any future amendments to the Rule, (2) the Continuing Disclosure Agreement as so amended or waived would have complied with the requirements of the Rule as of the date of each primary offering of Subject Bonds affected by the amendment or waiver, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, (3) the Authority shall have delivered to the Trustee an opinion of legal counsel expert in federal securities laws ("Securities Counsel"), addressed to the Authority and the Trustee, to the same effect as set forth in clause (2) above, (4) either (i) a party unaffiliated with the Authority (such as the Trustee or bond counsel) acceptable to the Authority and the Trustee has determined that the amendment or waiver does not materially impair the interests of the Beneficial Owners, or (ii) the Holders consent to the amendment or waiver of the Continuing Disclosure Agreement pursuant to the same procedures as are required for amendments to the Resolution with consent of Holders; and (5) the Authority shall have delivered copies of such amendment or waiver to the MSRB.

In addition to the foregoing, the Authority and the Trustee may amend the Continuing Disclosure Agreement, and any provision of the Continuing Disclosure Agreement may be waived, if the Trustee shall have received an opinion of Securities Counsel, addressed to the Authority and the Trustee, to the effect that the adoption and the terms of such amendment or waiver would not, in and of themselves, cause the undertakings in the Continuing Disclosure Agreement to violate the Rule, taking into account any subsequent change in or official interpretation of the Rule.

To the extent any amendment to the Continuing Disclosure Agreement results in a change in the type of financial information or operating data provided pursuant to the Continuing Disclosure Agreement, the first Annual Financial Information provided thereafter shall include a narrative explanation of the reasons for the amendment and the impact of the change.

If an amendment is made to the basis on which financial statements are prepared, the Annual Financial Information for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative and, to the extent reasonably feasible, quantitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information.

Enforcement

The obligation of the Authority to comply with the provisions of the Continuing Disclosure Agreement are enforceable (i) in the case of enforcement of obligations to provide financial statements, financial information, operating data and notices, by any Beneficial Owner of Outstanding Subject Bonds, or by the Trustee on behalf of the Holders of Outstanding Subject Bonds, or (ii), in the case of challenges to the adequacy of the financial statements, financial information and operating data so

provided, by the Trustee on behalf of the Holders of Outstanding Subject Bonds or by any Beneficial Owner; provided, however, that a Beneficial Owner may not take any enforcement action pursuant to clause (ii) without the consent of the Holders of not less than 25% in aggregate principal amount of the Subject Bonds at the time Outstanding; provided, further, that the Trustee shall not be required to take any enforcement action except at the direction of the Holders of not less than 25% in aggregate principal amount of the Subject Bonds at the time Outstanding who shall have provided the Trustee with adequate security and indemnity. The Holders', the Beneficial Owners' and the Trustee's right to enforce the provisions of the Continuing Disclosure Agreement are limited to a right, by action in mandamus or for specific performance, to compel performance of the Authority's obligations under the Continuing Disclosure Agreement. Any failure by the Authority or the Trustee to perform in accordance with the Continuing Disclosure Agreement will not constitute a default or any Event of Default under the Resolution, and the rights and remedies provided by the Resolution upon the occurrence of a default or an Event of Default will not apply to any such failure.

Termination

The Authority's and the Trustee's obligations under the Continuing Disclosure Agreement with respect to the Subject Bonds terminate upon legal defeasance pursuant to the Resolution, prior redemption or payment in full of all of the Subject Bonds.

The Continuing Disclosure Agreement, or any provision thereof, shall be null and void in the event that the Authority (1) delivers to the Trustee an opinion of Securities Counsel, addressed to the Authority and the Trustee, to the effect that those portions of the Rule which require the provisions of the Continuing Disclosure Agreement, or any of such provisions, do not or no longer apply to the Subject Bonds, whether because such portions of the Rule are invalid, have been repealed, or otherwise, as shall be specified in such opinion, and (2) delivers notice to such effect to the MSRB.

Manner of Reporting

All notices and filings required to be made to the MSRB hereunder shall be made in the manner prescribed by the MSRB.

Governing Law

The Continuing Disclosure Agreement must be construed and interpreted in accordance with the laws of the Commonwealth, and any suits and actions arising out of the Continuing Disclosure Agreement must be instituted in a court of competent jurisdiction in the Commonwealth, provided that, to the extent the Continuing Disclosure Agreement addresses matters of federal securities law, including the Rule, the Continuing Disclosure Agreement must be construed in accordance with such federal securities laws and the official interpretation thereof.

**Approving Opinion of
Hunton & Williams LLP
Bond Counsel to the Authority
Delivered on the Date of Issuance of the Offered Bonds**

December 20, 2012

Virginia Housing Development Authority
Richmond, Virginia

Commissioners:

We have examined a record of proceedings relating to the issuance of \$790,000,000 Commonwealth Mortgage Bonds, 2012 Series A-Non-AMT, 2012 Series B-AMT and 2012 Series C-Non-AMT (with all three series of Bonds referred to herein as the "Bonds") by the Virginia Housing Development Authority (the "Authority"), a political subdivision of the Commonwealth of Virginia (the "Commonwealth") created by the Virginia Housing Development Authority Act, being Chapter 1.2 of Title 36 of the Code of Virginia, 1950, as amended (the "Act"), and organized and existing under the Act and other laws of the Commonwealth.

The Bonds are authorized to be issued pursuant to the Act and a resolution of the Authority adopted July 15, 1986, entitled "A Resolution Providing for the Issuance of Commonwealth Mortgage Bonds of the Virginia Housing Development Authority and for the Rights of the Owners Thereof", as amended and supplemented to the date hereof (the "Resolution"); a resolution of the Authority adopted March 27, 2012 entitled "Bond Limitations Resolution" (the "Bond Limitations Resolution"); and the Written Determinations of an Authorized Officer of the Authority dated November 29, 2012 and December 11, 2012 (the "Written Determinations"), which Written Determinations have been executed and delivered in accordance with the Bond Limitations Resolution. Such Written Determinations, the Bond Limitations Resolution and the Resolution are collectively herein referred to as the "Bond Resolution." The Bonds are authorized to be issued pursuant to the Resolution for the purpose of providing funds to carry out the Authority's Program of making Mortgage Loans. All capitalized terms used herein and not otherwise defined have the meanings set forth in the Bond Resolution.

Based upon the foregoing, we are of the opinion that:

1. Under the Constitution and laws of the Commonwealth, the Act is valid and the Authority has been duly created and validly exists as a political subdivision with such political and corporate powers as set forth in the Act with lawful authority, among other things, to carry out the Program of making Mortgage Loans, to provide funds therefor and to perform the Authority's obligations under the terms and conditions of the Bond Resolution.
2. The Bond Resolution has been duly adopted by the Authority, is valid and binding upon the Authority and is enforceable in accordance with its terms.
3. The Bonds are valid and legally binding general obligations of the Authority secured by a pledge in the manner and to the extent set forth in the Resolution and are entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Resolution. The Resolution creates a valid pledge of, and the lien that it purports to create upon, the Assets held or set aside or to be held and set aside pursuant to the Resolution, subject only to the provisions of the Resolution permitting the use and payment thereof for or to the purposes and on the terms and conditions set forth in the Resolution.

The foregoing opinion is qualified to the extent that the enforceability of the Bonds and the Bond Resolution may be limited by bankruptcy, moratorium or insolvency or other laws affecting creditors' rights or remedies generally and is subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

Our services as bond counsel to the Authority have been limited to delivery of the foregoing opinion based upon our review of such proceedings and documents as we deem necessary to approve the validity of the Bonds and the Bond Resolution. We express no opinion herein as to the tax-exempt status of the interest on any of the Bonds, the financial resources of the Authority, the adequacy of the Assets pledged to payment of the Bonds, the ability of the Authority to provide for the payment of the Bonds, or the accuracy or completeness of any information that may have been relied on by anyone in making a decision to purchase the Bonds, including the Authority's Preliminary Official Statements for the Bonds dated November 15, 2012 and November 30, 2012, and its Official Statements for the Bonds dated November 29, 2012 and December 11, 2012.

Very truly yours,

/s/ Hunton & Williams LLP

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**Tax Opinion of
Hawkins Delafield & Wood LLP
Special Tax Counsel to the Authority
Delivered on the Date of Issuance of the Offered Bonds**

December 20, 2012

Virginia Housing Development Authority
Richmond, Virginia

Commissioners:

We have acted as Special Tax Counsel to the Virginia Housing Development Authority (herein called the "Authority") in connection with the offering of the Commonwealth Mortgage Bonds, 2012 Series A-Non-AMT (herein called the "2012 Series A-Non-AMT Bonds"), the Commonwealth Mortgage Bonds, 2012 Series B-AMT (herein called the "2012 Series B-AMT Bonds") and the Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, in various subseries (herein called the "2012 Series C-Non-AMT Bonds"; the 2012 Series A-Non-AMT Bonds, the 2012 Series B-AMT Bonds and the 2012 Series C-Non-AMT Bonds are collectively referred to herein as the "Bonds") of the Authority. In connection with rendering the opinion below, we have examined the provisions of Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder and have also examined the following:

- (1) the resolution of the Authority adopted July 15, 1986 entitled "A Resolution Providing for the Issuance of Commonwealth Mortgage Bonds of the Virginia Housing Development Authority and for the Rights of the Owners Thereof", as amended and supplemented to the date hereof (herein called the "General Bond Resolution"), the resolution of the Authority adopted March 27, 2012 entitled "Bond Limitations Resolution" (herein called the "Bond Limitations Resolution") and the Written Determinations of an Authorized Officer of the Authority executed and delivered in accordance therewith (such Written Determinations, the Bond Limitations Resolution and the General Bond Resolution are collectively herein called the "Bond Resolution");
- (2) the opinion of even date herewith of Hunton & Williams LLP, Bond Counsel, approving the legality of the Bonds and other matters;
- (3) the Authority's Tax Certification and the Arbitrage Certificate, of even date herewith (the "Certificates"), of authorized officers of the Authority, to the effect that the Bonds are not "arbitrage bonds" within the meaning of the Code and as to other matters affecting the tax-exempt status of such Bonds; and
- (4) the relevant provisions of such other documents and such other matters of fact and law as we have deemed relevant to the rendering of this opinion.

In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies thereof. We have relied, to the extent we deemed such reliance proper, on certificates and opinions provided to us. In rendering the opinion expressed below, we have relied, without independent investigation, upon the opinion of counsel referred to above as to all matters not related to federal income taxation, and have assumed that the Bonds are valid and legally binding obligations of the Authority.

The Code establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Bonds in order that interest on the Bonds be and remain excluded from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. Noncompliance with such requirements may cause interest on the Bonds to become included in gross income for federal income tax purposes retroactive to their issue date, irrespective of the date on which such noncompliance occurs or is discovered.

Based upon the foregoing, we are of the opinion that under existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code, (ii) interest on the 2012 Series A-Non-AMT Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code but is, however, included in the adjusted current earnings of corporations for the purpose of calculating the alternative minimum tax, (iii) interest on the 2012 Series B-AMT Bonds is treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code, and (iv) interest on the 2012 Series C-Non-AMT Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals and corporations under the Code, and is not included in the adjusted current earnings of corporations for the purpose of calculating the alternative minimum tax. In rendering our opinion, we have relied on certain representations, certifications of fact, and statements of reasonable expectations made by the Authority in connection with the Bonds, and we have assumed compliance by the

Authority with certain ongoing covenants to comply with applicable requirements of the Code to assure the exclusion of interest on the Bonds from gross income under Section 103 of the Code.

Except as stated in the paragraph above, we express no opinion as to any other matter with respect to the exemption of interest on the Bonds from federal income taxation or as to the treatment of any such Bonds for tax purposes by any state, city, county or other jurisdiction. We render our opinion under existing statutes and court decisions as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances that may hereafter come to our attention, or changes in law or in interpretations thereof that may hereafter occur, or for any other reason. We express no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Bonds, or under state and local tax law.

As Special Tax Counsel we were not retained to pass on, and assume no responsibility for, matters other than those covered by the specific opinion above.

Very truly yours,

/s/ Hawkins Delafield & Wood LLP

DATA ON SINGLE FAMILY MORTGAGE LOANS

Defined terms used and not otherwise defined in this Appendix I have the meaning set forth in the body of this Official Statement. See “Single Family Programs” above.

Data on Commonwealth Bond Mortgage Loans

The outstanding balance, delinquency and foreclosure statistics for single family mortgage loans financed under the Authority’s single family mortgage loan program (including single family mortgage loans which have been financed under the Commonwealth Mortgage Bond resolution since July 15, 1986) have been as set forth below. Commencing in 2008 such statistics include only the Commonwealth Bond Mortgage Loans. Such statistics on the Commonwealth Bond Mortgage Loans do not include single family mortgage loans (i) financed under the Authority’s Homeownership General Resolution (see “New Issue Bond Program and Homeownership Mortgage Bonds” in the body of this Official Statement), (ii) financed through the issuance of Ginnie Mae securities sold by the Authority to third parties (see “Ginnie Mae Financing” in the body of this Official Statement), (iii) financed under the VHDA General Purpose Bond resolution (see “Data on VHDA General Purpose Bonds” below), or (iv) financed by the Authority’s General Fund, including single family mortgage loans financed through the issuance of Ginnie Mae securities held in the General Fund (see “General Fund and Other Net Assets” in the body of this Official Statement). All loan balances are expressed in millions.

	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
June 1986	\$1,195.9	\$ 4.2	0.3%	\$2.2	0.2%
June 1987	1,237.4	4.4	0.4	2.5	0.2
June 1988	1,537.4	5.4	0.4	3.5	0.2
June 1989	1,801.4	8.1	0.5	3.6	0.2
June 1990	1,905.6	10.3	0.5	3.5	0.2
June 1991	1,973.3	16.5	0.8	7.1	0.4
June 1992	2,029.4	22.8	1.1	7.0	0.3
June 1993	2,015.6	23.8	1.2	7.6	0.4
June 1994	1,877.9	20.7	1.1	6.4	0.3
June 1995	2,590.1	26.3	1.0	5.3	0.2
June 1996	2,926.0	45.8	1.6	10.9	0.4
June 1997	3,212.3	71.3	2.2	12.2	0.4
June 1998	3,306.2	72.6	2.2	14.1	0.4
June 1999	3,343.5	69.3	2.1	12.2	0.4
June 2000	3,467.7	77.8	2.2	11.9	0.3
June 2001	3,691.5	67.4	1.8	10.0	0.3
June 2002	3,688.1	67.3	1.8	10.3	0.3
June 2003	2,895.0	63.3	2.2	8.9	0.3
June 2004	2,443.5	52.2	2.1	6.2	0.3
June 2005	2,606.2	44.2	1.7	5.2	0.2
June 2006	3,276.3	44.5	1.4	2.8	0.1
June 2007	4,183.8	56.6	1.4	6.6	0.2
June 2008	4,690.2	92.1	2.0	17.2	0.4
June 2009	4,862.3	223.4	4.6	22.4	0.5
June 2010	4,599.3	254.7	5.5	50.0	1.1
June 2011	4,156.9	215.2	5.2	56.2	1.4
June 2012	3,830.6	207.2	5.4	43.3	1.1
September 2012	3,705.5	220.0	6.0	48.7	1.3

* Two or more monthly payments delinquent (excluding loans in foreclosure).

As of September 30, 2012 the Authority held title to 177 single family properties which were financed by Commonwealth Bond Mortgage Loans and had been foreclosed upon, but not yet sold. The aggregate principal balance of the mortgage loans that financed such properties was approximately \$24.5 million as of their dates of foreclosure. During the preceding 12 months, the average period of time to sell such properties was approximately 300 days.

The following six charts show the distribution of Commonwealth Bond Mortgage Loans in different ways. All six charts are as of September 30, 2012, and loan balances are in millions of dollars. Certain amounts may not sum to the total due to rounding.

The following chart shows the distribution of the Commonwealth Bond Mortgage Loans by lien status and by program status.

<u>Type of Single Family Mortgage Loan</u>	<u>Program Status</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
First Mortgage Loans			
Insured Mortgage Loans	Active	\$ 2,235.1	60.3%
Self-Insured Mortgage Loans*	Suspended - April 1, 2008**	<u>1,403.6</u>	<u>37.9</u>
Subtotal		<u>3,638.8</u>	<u>98.2</u>
Second Mortgage Loans (all Self-Insured)			
FHA Plus Second Mortgage Loans	Active	52.8	1.4
Homebuyer Tax Credit Plus Mortgage Loans	Suspended - September 30, 2010***	1.5	0.0
Home Stride Second Mortgage Loans	Suspended - July 1, 2008	<u>12.5</u>	<u>0.3</u>
Subtotal		<u>66.7</u>	<u>1.8</u>
Total Single Family Mortgage Loans		\$ 3,705.5	100.0%

* Includes single family mortgage loans that refinanced single family homes. Also, includes the portions of single family mortgage loans that financed costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans.

** The Authority has not suspended the financing of, and continues to finance, Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

The distribution of the outstanding balances of Commonwealth Bond Mortgage Loans in the above chart is further shown by year of origination in the below chart.

<u>Type of Single Family Mortgage Loan</u>	<u>Calendar Year of Origination</u>								<u>Total</u>	
	<u>Through</u>									<u>YTD</u>
	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>		
First Mortgage Loans										
Insured Mortgage Loans	\$ 546	\$ 263	\$ 395	\$ 456	\$ 322	\$ 37	\$ 105	\$ 110	\$ 2,235	
Self-Insured Mortgage Loans*	<u>559</u>	<u>398</u>	<u>338</u>	<u>64</u>	<u>14</u>	<u>5</u>	<u>3</u>	<u>21</u>	<u>1,404</u>	
Subtotal	<u>1105</u>	<u>662</u>	<u>732</u>	<u>521</u>	<u>337</u>	<u>42</u>	<u>109</u>	<u>131</u>	<u>3,639</u>	
Second Mortgage Loans (all Self-Insured)										
FHA Plus Second Mortgage Loans	5	4	5	12	17	1	3	7	53	
Homebuyer Tax Credit Plus Mortgage Loans***	0	0	0	0	1	**	0	0	2	
Home Stride Second Mortgage Loans****	<u>3</u>	<u>2</u>	<u>4</u>	<u>3</u>	<u>**</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>13</u>	
Subtotal	<u>7</u>	<u>7</u>	<u>9</u>	<u>14</u>	<u>18</u>	<u>1</u>	<u>3</u>	<u>7</u>	<u>67</u>	
Total Single Family Mortgage Loans		\$ 1,113	\$ 668	\$ 742	\$ 535	\$ 355	\$ 43	\$ 112	\$ 138	\$ 3,706

* Includes single family mortgage loans that refinanced single family homes. Also, includes the portions of single family mortgage loans that financed costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans. The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

** Less than \$0.5 million.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

**** Suspended on July 1, 2008.

The following chart shows the distribution of Commonwealth Bond Mortgage Loans shown by Level Payment Mortgage Loans and Non-Level Payment Mortgage Loans.

<u>Type of Single Family Mortgage Loan</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
Level Payment Mortgage Loans	\$ 3,293	88.9%
Non-Level Payment Mortgage Loans + Interest Only Mortgage Loans	<u>413</u>	<u>11.1</u>
Total Single Family Mortgage Loans	\$ 3,706	100.0%

+ Excludes single family mortgage loans which were initially Non-Level Mortgage Loans but currently have substantially equal principal and interest payments for the balance of the term of the single family mortgage loan. Such single family mortgage loans are included in Level Payment Mortgage Loans. The Authority has suspended the financing of Non-Level Payment Mortgage Loans.

The following chart shows the outstanding balances of Commonwealth Bond Mortgage Loans by type of mortgage insurance.

<u>Type of Mortgage Insurance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
Securitized by Ginnie Mae	\$ 103.9	2.8%	\$ 2.5	2.4%	\$ 0.0	0.0%
FHA	1,367.1	36.9	122.1	8.9	29.7	2.2
VA	218.7	5.9	14.7	6.7	3.2	1.5
RD	<u>142.3</u>	<u>3.8</u>	<u>10.4</u>	<u>7.3</u>	<u>1.8</u>	<u>1.3</u>
Subtotal Government Insurance	<u>1,832.1</u>	<u>49.4</u>	<u>149.7</u>	<u>8.0</u>	<u>34.8</u>	<u>1.9</u>
MGIC Mortgage Insurance Co.	137.8	3.7	5.5	4.0	1.3	1.0
Republic Mortgage Insurance Co.**	76.0	2.1	3.8	5.1	0.9	1.2
Genworth Mortgage Insurance	70.7	1.9	2.8	4.0	0.7	1.0
PMI Mortgage Insurance Co.***	52.4	1.4	2.6	5.0	0.2	0.5
AIG United Guaranty	28.5	0.8	1.7	6.0	0.5	1.7
Triad Guaranty Insurance Corp.	14.3	0.4	1.1	7.4	0.3	2.4
Radian Mortgage Insurance	23.3	0.6	0.8	3.5	0.0	0.0
Other companies	<u>0.1</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Subtotal Private Mortgage Ins.	<u>403.0</u>	<u>10.9</u>	<u>18.3</u>	<u>4.5</u>	<u>4.0</u>	<u>1.0</u>
Self-Insured****	<u>1,470.3</u>	<u>39.7</u>	<u>54.0</u>	<u>3.7</u>	<u>10.0</u>	<u>0.7</u>
Total Single Family Mortgage Loans	\$ 3,705.5	100.0%	\$ 222.0	5.9%	\$ 48.7	1.3%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** Republic Mortgage Insurance Company ("RMIC") has informed all policyholders and beneficiaries that, on January 19, 2012, the North Carolina Department of Insurance issued an Order of Supervision (the "NCDOI Order") providing for its immediate administrative supervision of RMIC. The primary impact on policyholders and their beneficiaries is the NCDOI Order's requirement that RMIC may not pay more than fifty percent of any claims allowed under any policy of insurance it has issued. The remaining fifty percent shall be deferred and credited to a temporary surplus account on the books of RMIC during an initial period not to exceed one year. Accordingly, all claim payments made on January 19, 2012 and thereafter will therefore be made at the rate of fifty percent.

*** PMI Mortgage Insurance Co. ("PMI Co.") has informed all policyholders, insureds, and servicers of mortgage loans insured by PMI Co. that the Arizona Department of Insurance obtained an "Order Directing Full and Exclusive Possession and Control of Insurer" (the "Interim Order") dated October 20, 2011 with respect to PMI Co. Under the Interim Order, the Arizona Department of Insurance took full possession, management and control of PMI Co. Effective October 24, 2011 and pursuant to the Interim Order, the Director of the Arizona Department of Insurance instituted a partial claim payment plan, pursuant to which claim payments will be made at 50%, with the remaining amount deferred as a policyholder claim. On November 23, 2011, The PMI Group Inc., parent of PMI Co., filed a Chapter 11 bankruptcy petition. PMI Co. has not commenced bankruptcy proceedings. On March 14, 2012, the Arizona Superior Court, Maricopa County, entered an Order for Appointment of a Receiver and Injunction, as requested by the Arizona Department of Insurance, appointing the Arizona Director of Insurance as receiver. This order placed PMI Co. into receivership and granted the receiver the sole discretion whether or not to continue, terminate or modify the aforementioned partial claim payment plan.

**** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

Many providers of private mortgage insurance, including the providers set forth above, are experiencing financial difficulties and have had their credit ratings downgraded or placed on watch for a future downgrade. The Authority makes no representations about the financial condition of any of the private mortgage insurance companies or their ability to make full and timely payment to the Authority of claims on the single family mortgage loans on which the Authority may experience losses. Pursuant to changes to the Authority's regulations, the Authority may impose minimum ratings on the issuers of private mortgage insurance policies; however, no assurance can be given whether the Authority will commence requiring such ratings.

The following chart shows the distribution and the delinquency and foreclosure status of Commonwealth Bond Mortgage Loans by calendar year of origination.

<u>Year of Origination</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
<u>All Loans</u>						
2005 and earlier	\$ 1,111.2	30.0%	\$ 56.2	5.1%	\$ 13.6	1.2%
2006	668.0	18.0	38.6	5.8	8.5	1.3
2007	742.2	20.0	43.1	5.8	12.0	1.6
2008	535.7	14.5	45.1	8.4	7.2	1.4
2009	355.2	9.6	30.5	8.6	5.7	1.6
2010	43.2	1.2	3.4	7.9	0.1	0.3
2011	112.0	3.0	4.3	3.8	1.5	1.3
2012 YTD	<u>137.9</u>	<u>3.7</u>	<u>0.8</u>	<u>0.6</u>	<u>0.0</u>	<u>0.0</u>
Total	\$ 3,705.5	100.0%	\$ 222.0	6.0%	\$ 48.7	1.3%
<u>Self-Insured** Only</u>						
2005 and earlier	\$ 565.5	38.5%	\$ 20.8	3.7%	\$ 4.7	0.8%
2006	404.6	27.5	15.7	3.9	2.9	0.7
2007	347.6	23.6	11.2	3.2	2.3	0.7
2008	79.3	5.4	4.1	5.2	0.0	0.0
2009	32.8	2.2	2.0	6.0	0.1	0.3
2010	6.0	0.4	0.1	1.0	0.0	0.0
2011	6.7	0.5	0.1	1.9	0.0	0.0
2012 YTD	<u>27.8</u>	<u>1.9</u>	<u>0.0</u>	<u>0.1</u>	<u>0.0</u>	<u>0.0</u>
Total	\$ 1,470.3	100.0%	\$ 54.0	3.7%	\$ 10.0	0.7%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

The following chart shows the distribution of outstanding balances of Commonwealth Bond Mortgage Loans by credit score and by mortgage insurer or guarantor.

Credit Score as of August 1, 2012*	Outstanding Balance of FHA Insured Single Family Mortgage Loans	Outstanding Balance of VA Insured Single Family Mortgage Loans	Outstanding Balance of RD Insured Single Family Mortgage Loans	Outstanding Balance of PMI Insured Single Family Mortgage Loans	Outstanding Balance of Self Insured Single Family Mortgage Loans	Outstanding Balance of All Single Family Mortgage Loans
300 through 539	\$ 219.9	\$ 18.2	\$ 16.4	\$ 21.5	\$ 60.9	\$ 337.0
540 through 579	125.8	14.2	11.0	18.1	51.7	220.8
580 through 619	135.8	17.5	12.8	23.4	65.1	254.6
620 through 659	193.3	23.8	20.9	33.4	107.8	379.2
660 through 699	214.3	30.6	22.3	43.4	173.2	483.8
700 through 739	189.8	32.3	19.6	60.1	216.1	517.9
740 through 779	190.0	35.3	25.4	86.6	323.0	660.3
780 through 850	151.9	37.6	24.1	106.9	435.3	755.8
Not available**	<u>33.9</u>	<u>10.5</u>	<u>4.9</u>	<u>9.6</u>	<u>37.2</u>	<u>96.1</u>
Total	\$1,454.7	\$219.9	\$157.5	\$403.0	\$1,470.3	\$3,705.5

* Or credit score at origination for loans originated after this date.

** Current credit score not available.

The following chart shows, for each Metropolitan Statistical Area ("MSA") of the Commonwealth, the outstanding balances and delinquency and foreclosure status of Commonwealth Bond Mortgage Loans (in millions of dollars) as of September 30, 2012.

Metropolitan Statistical Area	Outstanding Balance of Single Family Mortgage Loans	Outstanding Balance of Delinquent* Single Family Mortgage Loans	Percentage of Single Family Mortgage Loans Delinquent*	Outstanding Balance of Single Family Mortgage Loans in Foreclosure	Percentage of Single Family Mortgage Loans in Foreclosure
Blacksburg					
Christiansburg-Radford	\$ 27.7	\$ 0.7	2.6%	\$ 0.2	0.9%
Bluefield	4.8	0.1	1.6	0.1	2.3
Charlottesville	65.0	2.4	3.7	1.1	1.7
Culpeper	12.8	1.1	8.5	0.0	0.0
Danville	48.3	2.9	5.9	0.5	1.1
Harrisonburg	69.6	4.3	6.1	1.0	1.4
Kingsport-Bristol-Bristol	6.7	0.5	6.8	0.1	1.2
Lynchburg	115.0	6.0	5.2	1.9	1.6
Martinsville	30.0	1.3	4.4	0.2	0.6
Richmond	909.2	61.1	6.7	16.1	1.8
Roanoke	136.6	7.8	5.7	1.4	1.0
Staunton-Waynesboro	83.4	4.9	5.8	1.3	1.6
Virginia Beach-Norfolk-Newport News	1,205.4	77.0	6.4	17.6	1.5
Washington-Arlington-Alexandria	824.3	41.0	5.0	5.2	0.6
Winchester	19.9	1.0	4.8	0.0	0.0
Balance of State	<u>147.0</u>	<u>10.1</u>	<u>6.9</u>	<u>2.0</u>	<u>1.4</u>
Total	\$ 3,705.5	\$ 222.0	6.0%	\$ 48.7	1.3%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

Data on Homeownership Bond Mortgage Loans

The outstanding balance, delinquency and foreclosure statistics for Homeownership Bond Mortgage Loans have been as set forth below. All loans balance are expressed in millions.

	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
June 2010	\$236.7	\$0.3	0.1%	\$0.0	0.0%
June 2011	517.4	7.9	1.5	1.0	0.2
June 2012	716.6	21.5	3.0	3.4	0.5
September 2012	705.3	27.6	3.9	4.5	0.6

* Two or more monthly payments delinquent (excluding loans in foreclosure).

As of September 30, 2012, the Authority did not hold title to any single family properties which were financed by Homeownership Bond Mortgage Loans and had been foreclosed upon, but not yet sold.

The following six charts show the distribution of Homeownership Bond Mortgage Loans in different ways. All six charts are as of September 30, 2012, and loan balances are in millions of dollars. Certain amounts may not sum to the total due to rounding.

The Authority has not financed any Home Stride Second Mortgage Loans, Step Rate Mortgage Loans, or Interest Only Mortgage Loans under the Homeownership Mortgage Bond resolution due to the suspension by the Authority of the financing of such loans as described above; therefore, such loans are not included in any of the charts below for the Homeownership Bond Mortgage Loans.

The following chart shows the distribution of the Homeownership Bond Mortgage Loans by lien status and by program status.

<u>Type of Single Family Mortgage Loan</u>	<u>Program Status</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
First Mortgage Loans			
Insured Mortgage Loans	Active	\$656	93.0%
Self-Insured Mortgage Loans*	Suspended – April 1, 2008**	<u>27</u>	<u>3.9</u>
Subtotal		<u>683</u>	<u>96.9</u>
Second Mortgage Loans (all Self-Insured)			
FHA Plus Second Mortgage Loans	Active	21	3.0
Homebuyer Tax Credit Plus Mortgage Loans	Suspended – September 30, 2010***	<u>1</u>	<u>0.2</u>
Subtotal		<u>22</u>	<u>3.1</u>
Total Single Family Mortgage Loans		\$705	100.0%

* None of the Homeownership Bond Mortgage Loans refinance single family homes or finance costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans.

** The Authority has not suspended the financing of, and continues to finance, Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

The distribution of the outstanding balances of Homeownership Bond Mortgage Loans in the above chart is further shown by year of origination in the below chart.

<u>Type of Single Family Mortgage Loan</u>	<u>Calendar Year of Origination</u>				
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>Total</u>
First Mortgage Loans					
Insured Mortgage Loans	\$4	\$353	\$214	\$84	\$656
Self-Insured Mortgage Loans*	**	<u>13</u>	<u>11</u>	<u>4</u>	<u>27</u>
Subtotal	<u>5</u>	<u>366</u>	<u>225</u>	<u>87</u>	<u>683</u>
Second Mortgage Loans (all Self-Insured)					
FHA Plus Second Mortgage Loans	**	12	7	3	21
Homebuyer Tax Credit Plus Mortgage Loans***	<u>0</u>	<u>1</u>	<u>0</u>	<u>0</u>	<u>1</u>
Subtotal	<u>**</u>	<u>13</u>	<u>7</u>	<u>3</u>	<u>22</u>
Total Single Family Mortgage Loans	\$5	\$379	\$232	\$90	\$705

* None of the Homeownership Bond Mortgage Loans refinance single family homes or finance costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans. The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

** Less than \$0.5 million.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

The following chart shows the distribution of Homeownership Bond Mortgage Loans by Level Payment Mortgage Loans and Non-Level Payment Mortgage Loans.

<u>Type of Single Family Mortgage Loan</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
Level Payment Mortgage Loans	\$705	100%
Non-Level Payment Mortgage Loans	<u>0</u>	<u>0</u>
Total Single Family Mortgage Loans	\$705	100.0%

The following chart shows the distribution of Homeownership Bond Mortgage Loans by types of mortgage insurance.

<u>Type of Mortgage Insurance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
Securitized by Ginnie Mae	\$0.0	0.0%	\$0.0	0.0%	\$0.0	0.0%
FHA	603.4	85.6	25.3	4.2	4.4	0.7
VA	15.8	2.2	0.2	1.4	0.0	0.0
RD	<u>27.2</u>	<u>3.9</u>	<u>0.9</u>	<u>3.2</u>	<u>0.2</u>	<u>0.6</u>
Subtotal Government Insurance	<u>646.4</u>	<u>91.6</u>	<u>26.4</u>	<u>4.1</u>	<u>4.5</u>	<u>0.7</u>
MGIC Mortgage Insurance Co.	4.4	0.6	0.0	0.0	0.0	0.0
Republic Mortgage Insurance Co.**	0.1	0.0	0.0	0.0	0.0	0.0
Genworth Mortgage Insurance	0.7	0.1	0.0	0.0	0.0	0.0
PMI Mortgage Insurance Co.***	0.1	0.0	0.0	0.0	0.0	0.0
AIG United Guaranty	2.5	0.4	0.0	0.0	0.0	0.0
Triad Guaranty Insurance Corp.	0.0	0.0	0.0	0.0	0.0	0.0
Radian Mortgage Insurance	1.4	0.2	0.0	0.0	0.0	0.0
Other companies	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Subtotal Private Mortgage Ins.	<u>9.4</u>	<u>1.3</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Self-Insured****	<u>49.5</u>	<u>7.0</u>	<u>1.2</u>	<u>2.4</u>	<u>0.0</u>	<u>0.0</u>
Total Mortgage Loans	\$705.3	100.0%	\$27.6	3.9%	\$4.5	0.6%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** Republic Mortgage Insurance Company ("RMIC") has informed all policyholders and beneficiaries that, on January 19, 2012, the North Carolina Department of Insurance issued an Order of Supervision (the "NCDOI Order") providing for its immediate administrative supervision of RMIC. The primary impact on policyholders and their beneficiaries is the NCDOI Order's requirement that RMIC may not pay more than fifty percent of any claims allowed under any policy of insurance it has issued. The remaining fifty percent shall be deferred and credited to a temporary surplus account on the books of RMIC during an initial period not to exceed one year. Accordingly, all claim payments made on January 19, 2012 and thereafter will therefore be made at the rate of fifty percent.

*** PMI Mortgage Insurance Co. ("PMI Co.") has informed all policyholders, insureds, and servicers of mortgage loans insured by PMI Co. that the Arizona Department of Insurance obtained an "Order Directing Full and Exclusive Possession and Control of Insurer" (the "Interim Order") dated October 20, 2011 with respect to PMI Co. Under the Interim Order, the Arizona Department of Insurance took full possession, management and control of PMI Co. Effective October 24, 2011 and pursuant to the Interim Order, the Director of the Arizona Department of Insurance instituted a partial claim payment plan, pursuant to which claim payments will be made at 50%, with the remaining amount deferred as a policyholder claim. On November 23, 2011, The PMI Group Inc., parent of PMI Co., filed a Chapter 11 bankruptcy petition. PMI Co. has not commenced bankruptcy proceedings. On March 14, 2012, the Arizona Superior Court, Maricopa County, entered an Order for Appointment of a Receiver and Injunction, as requested by the Arizona Department of Insurance, appointing the Arizona Director of Insurance as receiver. This order placed PMI Co. into receivership and granted the receiver the sole discretion whether or not to continue, terminate or modify the aforementioned partial claim payment plan.

**** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

Many providers of private mortgage insurance, including the providers set forth above, are experiencing financial difficulties and have had their credit ratings downgraded or placed on watch for a future downgrade. The Authority makes no representations about the financial condition of any of the private mortgage insurance companies or their ability to make full and timely payment to the Authority of claims on the mortgage loans on which the Authority may experience losses. Pursuant to changes to the Authority's regulations, the Authority may impose minimum ratings on the issuers of private mortgage insurance policies; however, no assurance can be given whether the Authority will commence requiring such ratings.

The following chart shows the distribution and the delinquency and foreclosure status of Homeownership Bond Mortgage Loans by calendar year of origination.

Year of Origination	Outstanding Balance of Single Family Mortgage Loans	Percentage of Outstanding Balance	Outstanding Balance of Delinquent* Single Family Mortgage Loans	Percentage of Single Family Mortgage Loans Delinquent*	Outstanding Balance of Single Family Mortgage Loans in Foreclosure	Percentage of Single Family Mortgage Loans in Foreclosure
<u>All Loans</u>						
2009	\$4.7	0.7%	\$0.5	11.4%	\$0.3	6.6%
2010	379.2	53.8	17.3	4.6	3.3	0.9
2011	231.7	33.8	8.9	3.8	0.9	0.4
2012 YTD	<u>89.7</u>	<u>12.7</u>	<u>0.9</u>	<u>1.0</u>	<u>0.0</u>	<u>0.0%</u>
Total	\$705.3	100.0%	\$27.6	3.9%	\$4.5	0.6%

Self-Insured** Only

2009	\$0.3	0.6%	\$0	2.4%	\$0.0	0.0%
2010	25.8	52.1	0.7	2.9	0.0	0.0
2011	17.3	34.9	0.5	2.7	0.0	0.0
2012 YTD	<u>6.2</u>	<u>12.4</u>	<u>0.0</u>	<u>0.1</u>	<u>0.0</u>	<u>0.0</u>
Total	\$49.5	100.0%	\$1.2	2.4%	\$0.0	0.0%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** The Authority has suspended the financing of Self-insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

*** Less than \$0.05 million.

The following chart shows the distribution of outstanding balances of Homeownership Bond Mortgage Loans by credit score and mortgage insurer or guarantor.

Credit Score as of August 1, 2012*	Outstanding Balance of FHA Insured Single Family Mortgage Loans	Outstanding Balance of VA Insured Single Family Mortgage Loans	Outstanding Balance of RD Insured Single Family Mortgage Loans	Outstanding Balance of PMI Insured Single Family Mortgage Loans	Outstanding Balance of Self Insured Single Family Mortgage Loans	Outstanding Balance of All Single Family Mortgage Loans
300 through 539	\$ 58.6	\$ 1.0	\$ 1.1	\$ 0.0	\$ 3.2	\$ 63.8
540 through 579	34.5	0.9	0.2	0.1	2.1	37.6
580 through 619	50.5	1.3	1.7	0.0	2.8	56.3
620 through 659	103.6	2.2	4.8	0.5	5.9	117.0
660 through 699	130.2	3.3	6.7	0.9	9.0	150.1
700 through 739	102.3	2.9	4.0	2.1	8.7	120.0
740 through 779	70.2	2.6	4.8	1.8	9.1	88.5
780 through 850	37.4	1.2	2.7	2.0	6.8	50.2
Not available**	<u>16.2</u>	<u>0.5</u>	<u>1.1</u>	<u>1.9</u>	<u>2.0</u>	<u>21.7</u>
Total	\$603.4	\$15.8	\$27.2	\$9.4	\$49.5	\$705.3

* Or credit score at origination for loans originated after this date.

** Current credit score not available.

The following chart shows, for each Metropolitan Statistical Area (“MSA”) of the Commonwealth, the outstanding balances and delinquency and foreclosure status of Homeownership Bond Mortgage Loans (in millions of dollars) as of September 30, 2012.

Metropolitan Statistical Area	Outstanding Balance of Single Family Mortgage Loans	Outstanding Balance of Delinquent* Single Family Mortgage Loans	Percentage of Single Family Mortgage Loans Delinquent*	Outstanding Balance of Single Family Mortgage Loans in Foreclosure	Percentage of Single Family Mortgage Loans in Foreclosure
Blacksburg					
Christiansburg-Radford	\$ 3.5	\$ 0.0	0.1%	\$ **	0.0%
Bluefield	0.7	0.0	0.0	0.0	0.0
Charlottesville	7.7	0.3	4.0	0.0	0.0
Culpeper	3.5	0.1	3.6	0.0	0.0
Danville	4.4	0.2	3.7	0.0	0.0
Harrisonburg	6.8	0.1	2.1	0.0	0.0
Kingsport-Bristol-Bristol	2.3	0.1	4.0	0.0	0.0
Lynchburg	11.8	0.3	2.5	0.1	1.1
Martinsville	1.4	0.0	0.0	0.0	0.0
Richmond	177.6	7.1	4.0	0.8	0.5
Roanoke	28.8	1.8	6.3	0.3	0.9
Staunton-Waynesboro	9.1	0.5	5.8	0.0	0.0
Virginia Beach-Norfolk-Newport News	230.4	10.4	4.5	2.3	1.0
Washington-Arlington-Alexandria	192.5	6.0	3.1	0.7	0.4
Winchester	2.2	0.1	6.3	0.0	0.0
Balance of State	<u>22.4</u>	<u>0.6</u>	<u>2.8</u>	<u>0.2</u>	<u>1.1</u>
Total	\$ 705.3	\$ 27.6	3.9%	\$ 4.5	0.6%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** Less than \$0.05 million

Data on VHDA General Purpose Bonds

The outstanding balance, delinquency and foreclosure statistics for General Purpose Bond Mortgage Loans have been as set forth below. All loan balances are expressed in millions.

	Outstanding Balance of Single Family Mortgage Loans	Outstanding Balance of Delinquent* Single Family Mortgage Loans	Percentage of Single Family Mortgage Loans Delinquent*	Outstanding Balance of Single Family Mortgage Loans in Foreclosure	Percentage of Single Family Mortgage Loans in Foreclosure
June 2007	\$162.4	\$0.7	0.4%	\$0.0	0.0%
June 2008	140.9	2.4	1.7	0.0	0.0
June 2009	179.7	8.4	4.6	0.5	0.3
June 2010	161.2	8.0	4.9	1.1	0.7
June 2011	147.8	7.9	5.4	0.7	0.5
June 2012	152.3	8.1	5.3	0.9	0.6
September 2012	148.1	7.9	5.3	1.4	0.9

* Two or more monthly payments delinquent (excluding loans in foreclosure).

As of September 30, 2012, the Authority held title to 13 single family properties which were financed by General Purpose Bond Mortgage Loans and had been foreclosed upon, but not yet sold. The aggregate principal balance of the mortgage loans that financed such properties was approximately \$2.0 million as of their dates of foreclosure. During the preceding 12 months, the average period of time to sell such properties was approximately 240 days.

The following six charts show the distribution of General Purpose Bond Mortgage Loans in different ways. All six charts are as of September 30, 2012, and loan balances are in millions of dollars. Certain amounts may not sum to the total due to rounding.

The following chart shows the distribution of the General Purpose Bond Mortgage Loans by lien status and by program status.

<u>Type of Single Family Mortgage Loan</u>	<u>Program Status</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
First Mortgage Loans			
Insured Mortgage Loans	Active	\$31.9	21.6%
Self-Insured Mortgage Loans*	Suspended – April 1, 2008**	<u>112.6</u>	<u>76.0</u>
Subtotal		<u>144.5</u>	<u>97.6</u>
Second Mortgage Loans (all Self-Insured)			
FHA Plus Second Mortgage Loans	Active	3.5	2.4
Homebuyer Tax Credit Plus Mortgage Loans	Suspended – September 30, 2010***	0.0	0.0
Home Stride Second Mortgage Loans	Suspended – July 1, 2008	<u>0.0</u>	<u>0.0</u>
Subtotal		<u>3.6</u>	<u>2.4</u>
Total Single Family Mortgage Loans		\$148.1	100.0%

* Includes single family mortgage loans that refinanced single family homes. Also, includes the portions of single family mortgage loans that financed costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans.

** The Authority has not suspended the financing of, and continues to finance, Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

The distribution of the outstanding balances of General Purpose Bond Mortgage Loans in the above chart is further shown by year of origination in the below chart.

<u>Type of Single Family Mortgage Loan</u>	<u>Calendar Year of Origination</u>								<u>Total</u>
	<u>Through 2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>YTD 2012</u>	
First Mortgage Loans									
Insured Mortgage Loans	\$ 6.5	\$ 1.0	\$ 5.7	\$0.0	\$0.0	\$0.0	\$18.8	\$0.0	\$ 31.9
Self-Insured Mortgage Loans*	<u>46.5</u>	<u>13.4</u>	<u>44.1</u>	<u>8.4</u>	<u>0.1</u>	<u>0.1</u>	<u>0.0</u>	<u>0.1</u>	<u>112.6</u>
Subtotal	<u>53.0</u>	<u>14.4</u>	<u>49.7</u>	<u>8.4</u>	<u>0.1</u>	<u>0.1</u>	<u>18.8</u>	<u>0.1</u>	<u>144.5</u>
Second Mortgage Loans (all Self-Insured)									
FHA Plus Second Mortgage Loans	**	0.0	**	0.0	0.0	1.8	0.7	1.0	3.5
Homebuyer Tax Credit Plus Mortgage Loans***	0.0	0.0	0.0	0.0	0.0	**	0.0	0.0	**
Home Stride Second Mortgage Loans****	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Subtotal	<u>**</u>	<u>0.0</u>	<u>**</u>	<u>0.0</u>	<u>0.0</u>	<u>1.8</u>	<u>0.7</u>	<u>1.0</u>	<u>3.6</u>
Total Single Family Mortgage Loans		\$53.0	\$14.4	\$49.8	\$8.4	\$0.1	\$1.9	\$19.5	\$148.1

* Includes single family mortgage loans that refinanced single family homes. Also, includes the portions of single family mortgage loans that financed costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans. The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

** Less than \$0.05 million.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

**** Suspended on July 1, 2008.

The following chart shows the distribution of General Purpose Bond Mortgage Loans by Level Payment Mortgage Loans and Non-Level Payment Mortgage Loans.

<u>Type of Single Family Mortgage Loan</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
Level Payment Mortgage Loans	\$108.0	72.9%
Non-Level Payment Mortgage Loans + Interest Only Mortgage Loans	<u>40.1</u>	<u>27.1</u>
Total Single Family Mortgage Loans	\$148.1	100.0%

+ Excludes single family mortgage loans which were initially Non-Level Mortgage Loans but currently have substantially equal principal and interest payments for the balance of the term of the single family mortgage loan. Such single family mortgage loans are included in Level Payment Mortgage Loans. The Authority has suspended the financing of Non-Level-Payment Mortgage Loans.

The following chart shows the distribution of General Purpose Bond Mortgage Loans by types of mortgage insurance.

<u>Type of Mortgage Insurance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
Securitized by Ginnie Mae	\$ 0.0	0.0%	\$0.0	0.0%	\$0.0	0.0%
FHA	24.1	16.3	1.4	5.7	0.2	0.8
VA	1.8	1.2	0.1	2.9	0.0	0.0
RD	<u>1.4</u>	<u>0.9</u>	<u>0.1</u>	<u>5.2</u>	<u>0.0</u>	<u>0.0</u>
Subtotal Government Insurance	<u>27.3</u>	<u>18.4</u>	<u>1.5</u>	<u>5.5</u>	<u>0.2</u>	<u>0.7</u>
MGIC Mortgage Insurance Co.	1.5	1.0	0.1	3.4	0.0	0.0
Republic Mortgage Insurance Co.**	0.7	0.5	0.0	0.6	0.0	0.0
Genworth Mortgage Insurance	1.0	0.7	0.0	0.0	0.1	12.4
PMI Mortgage Insurance Co.***	0.5	0.3	0.0	0.0	0.0	0.0
AIG United Guaranty	0.3	0.2	0.0	2.4	0.0	0.0
Triad Guaranty Insurance Corp.	0.3	0.2	0.0	0.0	0.0	0.0
Radian Mortgage Insurance	0.2	0.2	0.0	0.0	0.1	44.2
Other companies	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Subtotal Private Mortgage Ins.	<u>4.5</u>	<u>3.0</u>	<u>0.1</u>	<u>1.4</u>	<u>0.2</u>	<u>5.1</u>
Self-Insured****	<u>116.3</u>	<u>78.5</u>	<u>6.3</u>	<u>5.4</u>	<u>0.9</u>	<u>0.8</u>
Total Mortgage Loans	\$148.1	100.0%	\$7.9	5.3%	\$1.4	0.9%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** Republic Mortgage Insurance Company ("RMIC") has informed all policyholders and beneficiaries that, on January 19, 2012, the North Carolina Department of Insurance issued an Order of Supervision (the "NCDOI Order") providing for its immediate administrative supervision of RMIC. The primary impact on policyholders and their beneficiaries is the NCDOI Order's requirement that RMIC may not pay more than fifty percent of any claims allowed under any policy of insurance it has issued. The remaining fifty percent shall be deferred and credited to a temporary surplus account on the books of RMIC during an initial period not to exceed one year. Accordingly, all claim payments made on January 19, 2012 and thereafter will therefore be made at the rate of fifty percent.

*** PMI Mortgage Insurance Co. ("PMI Co.") has informed all policyholders, insureds, and servicers of mortgage loans insured by PMI Co. that the Arizona Department of Insurance obtained an "Order Directing Full and Exclusive Possession and Control of Insurer" (the "Interim Order") dated October 20, 2011 with respect to PMI Co. Under the Interim Order, the Arizona Department of Insurance took full possession, management and control of PMI Co. Effective October 24, 2011 and pursuant to the Interim Order, the Director of the Arizona Department of Insurance instituted a partial claim payment plan, pursuant to which claim payments will be made at 50%, with the remaining amount deferred as a policyholder claim. On November 23, 2011, The PMI Group Inc., parent of PMI Co., filed a Chapter 11 bankruptcy petition. PMI Co. has not commenced bankruptcy proceedings. On March 14, 2012, the Arizona Superior Court, Maricopa County, entered an Order for Appointment of a Receiver and Injunction, as requested by the Arizona Department of Insurance, appointing the Arizona Director of Insurance as receiver. This order placed PMI Co. into receivership and granted the receiver the sole discretion whether or not to continue, terminate or modify the aforementioned partial claim payment plan.

**** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial value ratio at or below 80% and Fannie Mae Mortgage Loans.

Many providers of private mortgage insurance, including the providers set forth above, are experiencing financial difficulties and have had their credit ratings downgraded or placed on watch for a future downgrade. The Authority makes no representations about the financial condition of any of the private mortgage insurance companies or their ability to make full and timely payment to the Authority of claims on the mortgage loans on which the Authority may experience losses. Pursuant to changes to the Authority's regulations, the Authority may impose minimum ratings on the issuers of private mortgage insurance policies; however, no assurance can be given whether the Authority will commence requiring such ratings.

The following chart shows the distribution and the delinquency and foreclosure status of General Purpose Bond Mortgage Loans by calendar year of origination.

<u>Year of Origination</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
<u>All Loans</u>						
2005 and earlier	\$ 53.1	35.8%	\$3.2	6.0%	\$0.8	1.5%
2006	14.3	9.6	1.1	7.5	0.0	0.0
2007	49.8	33.6	2.1	4.2	0.5	1.0
2008	8.4	5.7	0.5	5.6	0.0	0.0
2009	0.1	0.1	0.1	100.0	0.0	0.0
2010	1.9	1.3	0.1	5.2	0.0	0.0
2011	19.5	13.2	0.9	4.7	0.1	0.5
YTD 2012	<u>1.0</u>	<u>0.7</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Total	\$148.1	100.0%	\$7.9	5.3%	\$1.4	0.9%
<u>Self-Insured** Only</u>						
2005 and earlier	\$46.8	40.2%	\$2.8	5.9%	\$0.6	1.2%
2006	13.3	11.4	0.9	7.0	0.0	0.0
2007	44.1	37.9	1.9	4.4	0.4	0.8
2008	8.4	7.2	0.5	5.6	0.0	0.0
2009	0.1	0.1	0.1	100.0	0.0	0.0
2010	1.9	1.6	0.1	5.2	0.0	0.0
2011	0.7	0.6	0.0	3.8	0.0	0.0
YTD 2012	<u>1.0</u>	<u>0.9</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Total	\$116.3	100.0%	\$6.3	5.4%	\$0.9	0.8%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

The following chart shows the distribution of outstanding balances of General Purpose Bond Mortgage Loans by credit score and mortgage insurer or guarantor.

Credit Score as of August 1, 2012*	Outstanding Balance of FHA Insured Single Family Mortgage Loans	Outstanding Balance of VA Insured Single Family Mortgage Loans	Outstanding Balance of RD Insured Single Family Mortgage Loans	Outstanding Balance of PMI Insured Single Family Mortgage Loans	Outstanding Balance of Self Insured Single Family Mortgage Loans	Outstanding Balance of All Single Family Mortgage Loans
300 through 539	\$ 3.0	\$0.1	0.2	\$0.5	\$ 8.0	\$ 11.8
540 through 579	1.7	0.2	0.0	0.1	6.2	8.2
580 through 619	2.3	0.0	0.2	0.3	6.8	9.6
620 through 659	4.4	0.1	0.1	0.0	9.0	13.6
660 through 699	4.1	0.3	0.3	0.6	14.1	19.3
700 through 739	3.1	0.5	0.1	0.8	16.9	21.5
740 through 779	3.2	0.3	0.2	1.4	22.2	27.2
780 through 850	1.3	0.3	0.2	0.8	30.5	33.2
Not available**	<u>1.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>2.7</u>	<u>3.8</u>
Total	\$24.1	\$1.8	\$1.4	\$4.5	\$116.3	\$148.1

* Or credit score at origination for loans originated after this date.

** Current credit score not available.

The following chart shows, for each Metropolitan Statistical Area (“MSA”) of the Commonwealth, the outstanding balances and delinquency and foreclosure status of General Purpose Bond Mortgage Loans (in millions of dollars) as of September 30, 2012.

Metropolitan Statistical Area	Outstanding Balance of Single Family Mortgage Loans	Outstanding Balance of Delinquent* Single Family Mortgage Loans	Percentage of Single Family Mortgage Loans Delinquent*	Outstanding Balance of Single Family Mortgage Loans in Foreclosure	Percentage of Single Family Mortgage Loans in Foreclosure
Blacksburg					
Christiansburg-Radford	\$ 1.1	\$**	0.0%	\$**	0.0%
Bluefield	0.3	0.0	0.0	0.0	0.0
Charlottesville	3.7	0.1	1.6	0.0	0.0
Culpeper	0.7	0.1	11.8	0.0	0.0
Danville	2.2	0.3	15.7	0.1	2.4
Harrisonburg	1.1	0.2	15.1	0.0	0.0
Kingsport-Bristol-Bristol	0.3	**	1.2	0.0	0.0
Lynchburg	5.2	0.1	2.0	0.1	2.4
Martinsville	1.6	0.1	4.4	0.0	0.0
Richmond	34.5	2.7	7.8	0.2	0.7
Roanoke	6.0	0.5	8.7	0.1	1.8
Staunton-Waynesboro	2.6	0.4	14.2	0.0	0.0
Virginia Beach-Norfolk-Newport News	50.9	1.7	3.3	0.1	0.2
Washington-Arlington-Alexandria	30.2	1.2	4.1	0.6	2.0
Winchester	1.0	0.0	0.0	0.0	0.0
Balance of State	<u>6.8</u>	<u>0.6</u>	<u>8.4</u>	<u>0.1</u>	<u>2.1</u>
Total	\$148.1	\$7.9	5.3%	\$1.4	0.9%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** Less than \$0.05 million

Data on Securitized Loans Sold to Investors or held in the VHDA General Fund

The outstanding balance, delinquency and foreclosure statistics for securitized loans sold to investors or held in the VHDA General Fund have been as set forth below. All loan balances are expressed in millions. For additional information, see "Ginnie Mae Financing" under "THE SINGLE FAMILY PROGRAMS" above.

	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
June 2010	\$171.2	\$ 4.4	2.5%	\$ 0.2	0.1%
June 2011	245.0	9.7	4.0	2.2	0.9
June 2012	270.5	12.9	4.8	2.1	0.8
September 2012	379.1	14.6	3.8	2.3	0.6

* Two or more monthly payments delinquent (excluding loans in foreclosure).

The following six charts show the distribution of securitized loans sold to investors or held in the VHDA General Fund in different ways. All six charts are as of September 30, 2012, and loan balances are in millions of dollars. Certain amounts may not sum to the total due to rounding.

The following chart shows the distribution of the securitized loans sold to investors or held in the VHDA General Fund by lien status and by program status.

<u>Type of Single Family Mortgage Loan</u>	<u>Program Status</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
First Mortgage Loans			
Insured Mortgage Loans	Active	\$379.1	100.0%
Self-Insured Mortgage Loans*	Suspended – April 1, 2008**	<u>0.0</u>	<u>0.0</u>
Subtotal		<u>379.1</u>	<u>100.0</u>
Second Mortgage Loans (all Self-Insured)			
FHA Plus Second Mortgage Loans	Active	0.0	0.0
Homebuyer Tax Credit Plus Mortgage Loans	Suspended – September 30, 2010***	0.0	0.0
Home Stride Second Mortgage Loans	Suspended – July 1, 2008	<u>0.0</u>	<u>0.0</u>
Subtotal		<u>0.0</u>	<u>0.0</u>
Total Single Family Mortgage Loans		\$379.1	100.0%

* Includes single family mortgage loans that refinanced single family homes. Also, includes the portions of single family mortgage loans that financed costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans.

** The Authority has not suspended the financing of, and continues to finance, Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

*** The Authority discontinued originating Homebuyer Tax Credit Plus Mortgage Loans on September 30, 2010, except for such loans to certain qualified members of the military that the Authority continued to originate until January 31, 2011.

The distribution of the outstanding balances of securitized loans sold to investors or held in the VHDA General Fund in the above chart is further shown by year of origination in the below chart.

<u>Type of Single Family Mortgage Loan</u>	<u>Calendar Year of Origination</u>								<u>Total</u>
	<u>Through</u>							<u>YTD</u>	
	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	
First Mortgage Loans									
Insured Mortgage Loans	\$18.2	\$0.1	\$0.0	\$10.3	\$146.1	\$59.6	\$0.0	\$144.8	\$379.1
Self-Insured Mortgage Loans*	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Subtotal	<u>18.2</u>	<u>0.1</u>	<u>0.0</u>	<u>10.3</u>	<u>146.1</u>	<u>59.6</u>	<u>-</u>	<u>144.8</u>	<u>379.1</u>
Total Single Family Mortgage Loans	18.2	0.1	0.0	\$10.3	\$146.1	\$59.6	\$0.0	\$144.8	\$379.1

* Includes single family mortgage loans that refinanced single family homes. Also, includes the portions of single family mortgage loans that financed costs of rehabilitation and improvements in conjunction with the financing of the acquisition or the refinancing of the single family home. Does not include Second Mortgage Loans. The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

The following chart shows the distribution of securitized loans sold to investors or held in the VHDA General Fund and broken down by Level Payment Mortgage Loans and Non-Level Payment Mortgage Loans.

<u>Type of Single Family Mortgage Loan</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage</u>
Level Payment Mortgage Loans	\$379.1	100.0%
Non-Level Payment Mortgage Loans	<u>0.0</u>	<u>0.0</u>
Total Single Family Mortgage Loans	\$379.1	100.0%

The following chart shows the distribution of securitized loans sold to investors or held in the VHDA General Fund by types of mortgage insurance.

<u>Type of Mortgage Insurance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
FHA	\$368.6	97.2%	\$14.2	3.9%	\$2.3	0.6%
VA	4.0	1.0	0.1	2.4	0.0	0.0
RD	<u>6.5</u>	<u>1.7</u>	<u>0.3</u>	<u>4.3</u>	<u>0.0</u>	<u>0.0</u>
Subtotal Government Insurance	<u>379.1</u>	<u>100.0%</u>	<u>14.6</u>	<u>3.8</u>	<u>2.3</u>	<u>0.6%</u>
Self-Insured**	<u>0.0</u>	<u>0.0%</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0%</u>
Total Mortgage Loans	\$379.1	100.0%	\$14.6	3.8%	\$2.3	0.6%

** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

The following chart shows the distribution and the delinquency and foreclosure status of securitized loans sold to investors or held in the VHDA General Fund by calendar year of origination.

<u>Year of Origination</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Percentage of Outstanding Balance</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
<u>All Loans</u>						
2005 and earlier	\$18.2	4.8%	\$0.6	3.5%	\$0.0	0.2%
2006	0.1	0.0	0.0	0.0	0.0	0.0
2007	0.0	0.0	0.0	0.0	0.0	0.0
2008	10.3	2.7	1.3	12.8	0.0	0.0
2009	146.1	38.5	9.0	6.2	1.8	1.2
2010	59.6	15.7	3.3	5.5	0.5	0.8
2011	0.0	0.0	0.0	0.0	0.0	0.0
YTD 2012	<u>144.8</u>	<u>38.2</u>	<u>0.3</u>	<u>0.2</u>	<u>0.0</u>	<u>0.0</u>
Total	\$379.1	100.0%	\$14.6	3.8%	\$2.3	0.6%
<u>Self-Insured** Only</u>						
2011 and earlier	\$0.0	0.0%	\$0.0	0.0%	\$0.0	0.0%
YTD 2012	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>	<u>0.0</u>
Total	\$0.0	0.0%	\$0.0	0.0%	\$0.0	0.0%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** The Authority has suspended the financing of Self-Insured Mortgage Loans, except that the Authority continues to finance Self-Insured Mortgage Loans having an initial loan to value ratio at or below 80% and Fannie Mae Mortgage Loans.

The following chart shows the distribution of outstanding balances of securitized loans sold to investors or held in the VHDA General Fund by credit score and mortgage insurer or guarantor.

<u>Credit Score as of August 1, 2012*</u>	<u>Outstanding Balance of FHA Insured Single Family Mortgage Loans</u>	<u>Outstanding Balance of VA Insured Single Family Mortgage Loans</u>	<u>Outstanding Balance of RD Insured Single Family Mortgage Loans</u>	<u>Outstanding Balance of Self Insured Single Family Mortgage Loans</u>	<u>Outstanding Balance of All Single Family Mortgage Loans</u>
300 through 539	\$ 27.7	\$0.4	\$1.1	\$ 0.0	\$ 29.1
540 through 579	16.7	0.0	0.4	0.0	17.1
580 through 619	31.2	0.4	0.5	0.0	32.2
620 through 659	54.0	0.7	0.1	0.0	54.8
660 through 699	72.1	0.8	1.0	0.0	73.9
700 through 739	50.0	0.2	1.1	0.0	51.2
740 through 779	45.3	0.4	1.4	0.0	47.1
780 through 850	25.1	0.7	0.9	0.0	26.7
Not available**	<u>46.5</u>	<u>0.4</u>	<u>0.1</u>	<u>0.0</u>	<u>47.0</u>
Total	\$368.6	\$4.0	\$6.5	\$ 0.0	\$379.1

* Or credit score at origination for loans originated after this date.

** Current credit score not available.

The following chart shows, for each Metropolitan Statistical Area ("MSA") of the Commonwealth, the outstanding balances and delinquency and foreclosure status of securitized loans sold to investors or held in the Authority's General Fund (in millions of dollars) as of September 30, 2012.

<u>Metropolitan Statistical Area</u>	<u>Outstanding Balance of Single Family Mortgage Loans</u>	<u>Outstanding Balance of Delinquent* Single Family Mortgage Loans</u>	<u>Percentage of Single Family Mortgage Loans Delinquent*</u>	<u>Outstanding Balance of Single Family Mortgage Loans in Foreclosure</u>	<u>Percentage of Single Family Mortgage Loans in Foreclosure</u>
Blacksburg					
Christiansburg-Radford	\$ 1.0	\$ **	0.0%	\$ **	0.0%
Bluefield	0.2	0.0	0.0	0.0	0.0
Charlottesville	2.2	0.1	6.2	0.0	0.0
Culpeper	1.4	0.0	0.0	0.0	0.0
Danville	2.3	0.2	7.1	0.0	0.0
Harrisonburg	4.4	0.1	1.7	0.0	0.0
Kingsport-Bristol-Bristol	0.2	0.0	0.0	0.0	0.0
Lynchburg	5.0	0.2	4.0	0.0	0.0
Martinsville	1.3	0.1	6.2	0.0	0.0
Richmond	97.7	4.3	4.5	0.5	0.5
Roanoke	13.0	0.4	3.1	0.2	1.6
Staunton-Waynesboro	3.7	0.1	1.8	0.0	0.0
Virginia Beach-Norfolk- Newport News	134.0	5.2	3.9	1.2	0.9
Washington-Arlington- Alexandria	102.3	2.9	2.8	0.2	0.2
Winchester	1.3	0.2	14.1	0.0	0.0
Balance of State	<u>9.1</u>	<u>0.8</u>	<u>9.1</u>	<u>0.2</u>	<u>2.2</u>
Total	\$379.1	\$14.6	3.8%	\$2.3	0.6%

* Two or more monthly payments delinquent (excluding loans in foreclosure).

** Less than \$0.05 million

INFORMATION CONCERNING FEDERAL MULTI-FAMILY PROGRAMS AND REQUIREMENTS

The following descriptions do not purport to be comprehensive or definitive and are qualified in their entirety by reference to the statutes, regulations, agreements and contracts referred to herein, as from time to time amended. Neither the Act nor the bond resolutions obligate the Authority to qualify any development for federal housing mortgage insurance or housing assistance.

FHA Insurance Program

Under the terms of the Section 221(d)(4) insurance program, a mortgagee is entitled to claim insurance benefits upon the failure of the mortgagor to make a mortgage payment (or to perform any other obligation under the mortgage if, because of such failure, the mortgagee accelerates the debt), if such default continues for 30 days. To perfect its claim for payment, the mortgagee is required either to assign the mortgage to FHA, acting through the Federal Housing Commissioner, or to tender to it good and marketable title to the property covered by the insured mortgage loan. Upon transfer of the property to FHA, mortgage insurance benefits will be paid in cash unless the mortgagee files a written request for payment in FHA debentures.

The insurance benefits paid by FHA will be an amount equal to the aggregate of (1) the unpaid principal amount of the mortgage, (2) the amount of all payments made by the mortgagee (i) for taxes, special assessments and water rates which are liens prior to the mortgage, (ii) for insurance on the property, and (iii) for any mortgage insurance premiums paid after default, (3) an allowance for reasonable payments made by the mortgagee with the approval of FHA for the completion and preservation of the property, and (4) an amount equivalent to FHA debenture interest covering the period of time from the date of default on the mortgage loan to the date the insurance settlement occurs. From the aggregate of the foregoing amounts is deducted the total of (1) any amount received by the mortgagee on account of the mortgage after the date of default, (2) any net income received by the mortgagee from the property covered by the mortgage after the date of default, and (3) the sum of (i) any cash held by the mortgagee for the account of the mortgagor and which shall not have been applied in reduction of the principal of the mortgage indebtedness, (ii) all funds held by the mortgagee for the account of the mortgagor received pursuant to any other agreement, and (iii) the amount of any undrawn balance under a letter of credit used in lieu of a cash deposit. If the mortgage is assigned to FHA in lieu of a conveyance of the property there shall also be deducted an amount equivalent to 1% of the outstanding mortgage balance, except that all or part of the 1% may be waived by FHA if, at its request and in lieu of foreclosure, the mortgage is assigned to FHA.

Section 8 Program

The Housing and Community Development Act of 1974 amended Section 8 of the United States Housing Act of 1937 so as to establish a federal assistance program which was a source of federal housing assistance for developments of the type which the Authority financed under its multi-family program.

HUD issued special regulations for state housing finance and development agencies (“HFAs”) such as the Authority. With respect to developments to be permanently financed by the Authority without federal mortgage insurance, the Section 8 regulations gave the Authority a high degree of program responsibility – e.g., selection of the developer (either by advertising or negotiation), approval of design and construction quality, site selection, economic feasibility and marketability. The description of the Section 8 program below in general relates to the long-term subsidy contracts originally entered into in connection with these developments. See “Renewal Contracts” below for a discussion of certain differences applicable to more recent Section 8 subsidy contracts.

Subsidy Contracts

Under Section 8, three principal contracts were executed. First, the HFA entered into an “Agreement to Enter Into Housing Assistance Payments Contract” with the mortgagor of the development to be constructed. This agreement (“Agreement to Enter”) was approved by HUD and, subject to certain conditions, committed the mortgagor and the HFA upon completion and acceptance of the development to enter into a Housing Assistance Payments Contract (“Payments Contract”) providing for the payment of the subsidy to or for the account of the mortgagor by the HFA.

At the same time that the Agreement to Enter was executed, the HFA and HUD executed an Annual Contributions Contract (“ACC”), which provides for the payment to the HFA by HUD of the subsidy to be paid by the HFA to the owner of the development pursuant to the terms of the Payments Contract. The subsidy contracts for generally have original terms of 30 or 40 years. The subsidy contracts for FHA mortgage loans have original terms of 15, 20 or 30 years. See “The Authority — Multi-Family Program — Federal Programs and Requirements” for certain information regarding the expiration of such subsidy contracts.

Initial Amount of Subsidy

Section 8 subsidies received by the HFA are based upon the “Contract Rent” applicable to specified dwelling units. The Contract Rent was initially based on the “fair market rent” for the dwelling unit, which is determined by HUD periodically with

respect to each locality. Contract Rent was permitted to be initially established at an amount up to 120% of the fair market rent. Contract Rent over 100% of the fair market rent required HUD approval upon a showing of special circumstances.

The amount of the subsidy actually payable to the Authority for the account of the mortgagor is the Contract Rent less the payment made to the mortgagor by the tenant. The proportion of the Contract Rent paid by HUD and that paid by tenants will vary from month to month depending upon tenant income. The method of computation of the tenant's payment is determined by HUD regulation and is subject to change. Subject to certain exceptions for the elderly, disabled, and low-income wage earners, each tenant is required to pay a minimum rent of \$25 per month.

The maximum amount of money available annually for subsidy payments under an ACC was established at an amount equal to the annual initial Contract Rents for assisted units in the development. If the amount actually disbursed under the ACC in any given year was less than the total available amount, the excess (initially an amount approximately equal to the portion of the contract rents payable by the tenants) was set aside by HUD in an account for the particular development so as to be available for future years to fund increases in contract rents for the development to the extent they exceed the amount otherwise available under the ACC (see "Funding of Increase in Subsidy" below).

Tenants Eligible for Housing Assistance Payments

A tenant eligible for housing assistance payments ("Eligible Tenant") is a family, including an elderly, disabled or displaced person, whose income, as determined in accordance with the Section 8 regulations, does not exceed income limits promulgated by HUD for the area and who meets certain other conditions specified in the regulations. The Section 8 income limit is, in general, 80% of median income for the area, as determined by HUD. However, under the Housing and Community development Amendments of 1981, no more than 25% of the Section 8 units which as of October 1, 1981, were subject to Payments Contracts and available for occupancy may be occupied by persons or families with incomes above 50% of the median. In addition, no more than 5% of the Section 8 units which were subject to a Payments Contract or were available for occupancy subsequent to October 1, 1981, may be leased to persons or families with incomes in excess of 50% of the median. The criteria for tenant eligibility are determined by HUD regulations and are subject to change.

Limitation on Subsidy – Vacancies

Generally, the Section 8 subsidy is payable in respect to the dwelling unit only when it is occupied by an Eligible Tenant. However, the law and the regulations provide for payment of the subsidy under certain limited circumstances when the dwelling unit is not occupied.

Eighty percent of the Contract Rent is payable during a period of not exceeding sixty days, subject to compliance by the mortgagor with certain conditions relating primarily to a diligent effort to rent the subsidized unit.

The subsidy payments for vacant units can, under certain conditions, continue for an additional twelve months after the sixty day vacancy period described above. The amount of these subsidy payments is equal to that portion of the vacant units' Contract Rents allocable to the debt service on the permanent financing. However, the development must be operating at a deficit, and the amount of the payments cannot exceed that portion of the deficit attributable to the vacant units. HUD may deny the application for these additional subsidy payments for vacant units if it determines that there is not a reasonable prospect that the development can achieve financial soundness within a reasonable time. Furthermore, a mortgagor is entitled to these payments only if it has taken and continues to take all feasible action to rent the units, has not rejected any eligible applicant without good cause, and has provided the Authority with the requisite notification of vacancy. Finally, the vacant units must provide safe, decent and sanitary housing.

Adjustments of Contract Rents

The statute and applicable regulations contain various provisions for review and readjustment of the Contract Rent. Provision is made in the regulations for HUD to determine an Annual Adjustment Factor at least annually and to publish such factors in the Federal Register. HUD currently determines the Annual Adjustment Factor based on a formula using rent and utility data from the Consumer Price Index. The Annual Adjustment Factor is applied to the then existing Contract Rents. Current law requires that the Annual Adjustment Factor be reduced by one percentage point for those units in which there was no tenant turnover during the previous year and that, in establishing Annual Adjustment Factors, HUD take into account the fact that debt service is a fixed expense.

Upon request from the owner on each anniversary date of the Payments Contract, Contract Rents will be adjusted in accordance with the Annual Adjustment Factor. In addition, provision is made in the regulations for special additional adjustments in the Contract Rents to reflect increases in actual and necessary expenses of owning and maintaining the subsidized units which have resulted from substantial general increases in real property taxes, utility rates or similar costs, to the extent that such general increases are not adequately compensated for by the Annual Adjustments. Current law prohibits any reduction in Contract Rents in effect on or after April 15, 1987 unless the Section 8 assisted development has been refinanced in a manner that reduces the debt payments of the owner of such development.

The Section 8 law and regulations require that rent adjustments shall not result in material differences between the Contract Rents and rents for comparable unassisted units, except to the extent that the differences existed at the time of

execution of the Payments Contract (the difference between Contract Rents and rents for comparable units at the time of execution of the Payments Contract being referred to herein as the "Initial Difference"). Current law requires that Annual Adjustment Factor rent increases be denied to those Section 8 developments with rents above the applicable fair market rents established by HUD, unless the mortgagor demonstrates that the adjusted rent would not exceed rents for comparable unassisted units plus the Initial Difference.

Proposals have been discussed (and, in some instances, legislation has been introduced or statements made that legislation will be introduced) by HUD and by members of Congress which, if enacted into law, promulgated as HUD regulations or adopted as official enforceable policies of HUD, would affect many HUD programs, including the Section 8 Program. One such proposal made by HUD would have deleted the above described provision in current law that prohibits any reduction in Contract Rents in effect on or after April 15, 1987. Among the effects of such proposals could be a reduction in the Contract Rents or in the Annual Adjustments thereof for Section 8 assisted projects. Any such reduction in Contract Rents or Annual Adjustments could adversely affect the financial feasibility of certain of the Section 8 developments and the adequacy of rental income to pay principal and interest on the mortgage loans financing such developments. There can be no assurance that these proposals or legislation will or will not be enacted into law, promulgated as HUD regulations or adopted as official enforceable policies of HUD. At this time, the Authority cannot predict the terms of any proposals which may be enacted or implemented or the effect that any such proposals, if enacted or implemented, would have on the ability of the Section 8 developments to make timely payments of principal and interest on the mortgage loans and, in turn, on the ability of the Authority to make timely payments of interest and principal on the Bonds. The enactment or implementation of such proposals may adversely affect the rating on the bonds financing the affected developments and the market price of such bonds. The Authority has not covenanted, and is not obligated under the bond resolutions pursuant to which the Authority has issued bonds to finance multifamily programs to take any action to maintain the ratings or market price of such bonds or, except as set forth in the Continuing Disclosure Agreement applicable to such bonds, to notify bond owners of any withdrawal or revision of the ratings of such bonds or any actions which would affect the ratings or market price of such bonds.

Funding of Increases in Subsidy

Funds for the payment of increased subsidies resulting from the adjustment in the Contract Rents described above are obtained in two ways. Provision is made in the law for the payment by HUD into a special reserve account held by HUD in respect of each subsidized development of the amount by which the Contract Rents in effect from time to time exceed the actual subsidy paid by HUD (this amount is initially the approximate equivalent of the amount of rent paid by the tenants). The amount of increases in the subsidy payable by reason of increases in the Contract Rent are drawn from this fund. The regulations provide that when the HUD-approved estimate of required annual contributions exceeds the maximum ACC commitment then in effect and would cause the amount in such fund to be less than 40 percent of the maximum ACC commitment, HUD shall take such additional steps as authorized by subdivision (c)(6) (currently designated subdivision (c)(5)) of Section 8 (quoted below) to obtain funds to bring the amount in the account to the 40 percent level. Such subdivision of Section 8 provides:

"The Secretary [of HUD] shall take such steps as may be necessary, including the making of contracts for assistance payments in amounts in excess of the amounts required at the time of the initial renting of dwelling units, the reservation of annual contributions authority for the purpose of amending housing assistance contracts, or the allocation of a portion of new authorizations for the purpose of amending housing assistance contracts, to assure that assistance payments are increased on a timely basis to cover increases in maximum monthly rents or decreases in family incomes."

It has been the practice of HUD that, when the amount in any such fund has fallen below the 40% level, HUD has not immediately replenished such fund to the 40% level but has obtained budget authority from the Congress to meet its obligation under the Payments Contract.

Payment of Subsidy

The regulations provide that in the event of foreclosure, assignment or sale to the HFA in lieu of foreclosure, or in the event of an assignment or sale agreed to by the HFA and approved by HUD (which approval shall not be unreasonably delayed or withheld), subsidy payments will continue in accordance with the Payments Contract.

Payment of the subsidy is paid into a special account maintained by the Authority for the receipt of Section 8 payments. The Authority disburses such subsidy payments by paying the amount of the current payment due from the mortgagor on the mortgage loan into the Revenue Fund and the multi-family escrow payment account, with the balance, if any, being paid directly to the mortgagor.

Compliance with Subsidy Contracts

The Agreement to Enter, the ACC and the Payments Contract all contain numerous agreements on the part of the Authority and the mortgagor including maintenance of the development as decent, safe and sanitary housing and compliance with a number of requirements typical of federal contracts (such as those relating to nondiscrimination, equal employment opportunity, relocation, pollution control and labor standards) as to which noncompliance by either the Authority or the mortgagor, or both, might endanger the payment of the federal subsidy. Reference is made to the complete text of these agreements which are available for inspection at the offices of the Authority. Default by a mortgagor in the performance of its

obligations under the Payments Contract is an event of default under the terms of its mortgage loan from the Authority which would permit foreclosure by the Authority.

Administration of Subsidy for Certain FHA Mortgage Loans

On some of the FHA mortgage loans, the Authority will not administer the Section 8 subsidy in the manner described above. Any failure to make full and timely payment on such mortgage loans shall, subject to and in accordance with the conditions described above under “FHA Insurance Program”, provide a basis for a claim for payment of FHA mortgage insurance benefits.

Renewal Contracts

In certain cases, upon expiration of the long-term Payments Contract originally entered into with respect to a development, the mortgagor of the development and a Section 8 contract administrator designated by HUD has entered into, or may enter into, a new Payments Contract for an additional term, pursuant to the Multifamily Assisted Housing Reform and Affordability Act of 1997, Title V of the Departments of Veterans Affairs and Housing and Urban Development and Independent Agencies Appropriations Act, 1998, Pub. L 105-65, as amended (a “Renewal Contract”). (See “The Authority — Multi-Family Program — Federal Programs and Requirements” for certain information regarding the expiration of the original Payments Contracts.)

Although Renewal Contracts may have contract terms that are relatively long, upon initial execution of Renewal Contracts and each year thereafter Congress has appropriated, and HUD has obligated, generally only an amount estimated to be sufficient to fund one year (or less) of the contract term, and HUD’s obligation with respect to the remainder of the term is subject to Congressional appropriations. Absent such appropriations, there is no assurance that funds will be available under these contracts. The provisions described above under “Funding of Increases in Subsidy” do not apply to Renewal Contracts.

Renewal Contracts do not provide for adjustment of contract rents based on Annual Adjustments as described under “Adjustments of Contract Rents” above. Renewal Contracts with terms longer than one year provide for annual adjustment of contract rents based on an Operating Cost Adjustment Factor (or with respect to certain Renewal Contracts, if requested by the owner and agreed to by HUD or its designated contract administrator, based on the development’s budget). The Operating Cost Adjustment Factor is intended to reflect increases in the cost of operating comparable rental properties, which may or may not correspond to circumstances affecting a particular development. No assurance can be given that HUD or its designated contract administrator will approve a request for a budget-based adjustment of contract rents.

Certain Renewal Contracts with terms longer than five years provide that HUD’s designated contract administrator shall, at the expiration of each five-year portion of the contract term, adjust contract rents so as to equal comparable market rents determined on the basis of a market study prepared in accordance with HUD requirements. Certain of such Renewal Contracts also provide that HUD may, at its discretion, require or permit its designated contract administrator to make such market comparability adjustments one additional time within each such five-year period. Such market comparability adjustments may raise or lower contract rents. Certain Renewal Contracts for developments that received initial contract rents calculated on the basis of an operating budget provide that HUD may adjust contract rents downward, subject to certain limits calculated on the basis of market rents, in the event that the development during the term of the contract receives additional government assistance that was not anticipated when initial contract rents were determined. The statutory provision prohibiting adjustments that would lower contract rents, explained above, does not apply to Renewal Contracts.

The Authority does not act as HUD’s designated contract administrator for Renewal Contracts and, with respect to such contracts, does not receive and disburse subsidy payments as described in the second paragraph under “Payment of Subsidy” above. Instead, HUD’s designated contract administrator disburses the subsidy payment to the mortgagor, who is responsible for remitting loan payments and escrow deposits.

Low Income Housing Tax Credit Program

The Authority has financed and expects to continue to finance developments which are to receive low income housing tax credits. The Code provides for credits to owners of residential rental projects containing low income units, provided certain occupancy and use of loan proceeds requirements are met. The credits are taken annually for a term of ten years, beginning with the tax year in which the project is placed in service or, at the owner’s election, the next tax year.

Twenty percent or more of the units in an eligible project must be occupied by tenants whose incomes are 50% or less of the area median gross income, as adjusted for family size, or 40% or more of the units in the project must be occupied by tenants whose incomes are 60% or less of such area median gross income, as so adjusted. Each building in the project must comply with these income restrictions within 12 months of the date placed in service. The owner may designate more than 20% or 40%, as the case may be, of the units in the project as low-income units.

The gross rent (including an allowance for any utilities paid directly by the tenant) charged to a tenant in a low income unit may not exceed 30% of the maximum qualifying income.

In the event that the income of a family occupying a low income unit exceeds the maximum qualifying income by more than 40% or in the event that a low income unit becomes vacant, such low income unit shall continue to qualify if no other vacant units of comparable or smaller size are rented to non-qualifying families.

The project must comply with the income and rent limitations for a period of 15 years in the case of credits allocated prior to or during 1989, or 30 years, in the case of credits allocated after 1989. Failure to comply results in a recapture of a portion of the credits.

Section 236 Interest Reduction Payments Program and Section 236(f)(2) Rental Assistance Program

Pursuant to Section 236 of the United States Housing Act of 1937, as amended, HUD, the Authority and the mortgagor enter into an agreement for interest reduction payments. HUD makes monthly payments with respect to the subsidized dwelling units in such development directly to the Authority on behalf of the mortgagor. The amount of the monthly HUD payment for any such development will equal the difference between (a) the monthly payment for principal, if any, interest and the Authority's fees and charges which the mortgagor is obligated to pay and (b) the monthly payment for principal, if any, and interest which the mortgagor would be required to pay if the mortgage loan were to bear interest at the rate of 1% per annum. The mortgagor makes monthly payments to the Authority for the balance.

The agreements contain several covenants of the mortgagor, including among other things that (1) the mortgagor has established, "basic rents" computed assuming a mortgage loan interest rate of 1% per annum and "fair market rents" (unsubsidized) for each subsidized dwelling unit, (2) the rent for each subsidized dwelling unit, including all utilities except telephone, will be equal to 30% of the tenant's adjusted income or the basic rent, whichever is greater, up to a maximum of the fair market rent, (3) the mortgagor will limit admission to subsidized dwelling units to families whose incomes do not exceed the lower of the income limits prescribed by HUD or the Authority, and (4) the mortgagor shall remit to HUD the amount ("Excess Income Payment") by which the total rents collected on all subsidized dwelling units exceeds the sum of the basic rents for all such units. Under the Preserving Affordable Housing for Senior Citizens and Families into the 21st Century Act, Title V of Pub. L. 106-74, enacted October 20, 1999 (the "1999 Act"), the rent chargeable to the tenant is also limited by the rent for a comparable unassisted unit in the market area. The Balanced Budget Downpayment Act, II, Pub. L. 104-134, enacted April 26, 1996, provides that Excess Income Payments must be remitted to HUD on a unit-by-unit basis, thus precluding the ability of mortgagors to use such Excess Income Payments to offset collection losses and potentially reducing the income available to the projects. The 1999 Act provides that mortgagors may retain some or all of such Excess Income Payments if authorized by HUD. The Authority covenants in the agreements that it will not agree to the forbearance or deferment of any payment due under the mortgage loan without HUD's approval. HUD may, at its discretion, terminate payments under the agreement upon default by the mortgagor or the Authority under any provision of the agreement. If payments are terminated by HUD, such payments may be reinstated by HUD on such conditions as it may prescribe. The rights and obligations under the agreement are not assignable by the Authority or by the Mortgagor without the approval of HUD.

Certain developments which are subject to Section 236 interest reduction payments are also subject to rental assistance payments under Section 236(f)(2) of the National Housing Act, as amended. Payments under this program are paid by HUD directly to the mortgagor on behalf of eligible tenants occupying assisted dwelling units. To be eligible for rental assistance payments, a tenant must have an income not in excess of 50% of the median income for the area, as determined by HUD. The payments for each assisted unit are generally in an amount equal to the difference between the "basic rent" approved by HUD for the unit and 30% of the eligible tenant's adjusted income (as defined by HUD). Such payments to the mortgagor in effect represent rental income and do not reduce or otherwise affect the amounts the mortgagor must pay to the Authority under the mortgage loan.

The maximum amount of rental assistance payments for any Section 236 development is originally established by HUD and set forth in the subsidy agreement between HUD and the Authority. In order to provide sufficient rental income to pay debt service and expenses of the development, an increase in this maximum amount may become necessary if rents are increased or if the amount of rent payable by the tenants decreases due to an overall reduction in the tenants' incomes. HUD will increase the maximum amount of rental assistance payments by an amount equal to 100% of the needed increase.

The 1999 Act authorized a program (referred to as the Section 236 "decoupling" program) pursuant to which mortgagors of developments subject to Section 236 interest reduction payments with FHA-insured mortgage loans may refinance such loans, if the loans are otherwise eligible for prepayment, with new mortgage loans (such as Authority mortgage loans) while retaining the interest reduction payments. In order to participate in the decoupling program, the mortgagor must agree to enforce the income and rent restrictions applicable to the development for a period extending five years beyond the term of assistance under the new agreement for interest reduction payments.

See "The Authority — Multi-Family Program — Federal Programs and Requirements" for certain information regarding the expiration of developments' agreements for interest reduction payments.

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**PROPOSED OPINION OF
SPECIAL TAX COUNSEL TO THE AUTHORITY, HAWKINS DELAFIELD & WOOD LLP
TO BE DELIVERED ON THE DATE OF DELIVERY OF THE OFFERED BONDS**

Virginia Housing Development Authority
Richmond, Virginia

Dear Commissioners:

On December 20, 2012, we delivered our opinion as to certain tax matters (the "Tax Opinion") in connection with the issuance by the Virginia Housing Development Authority (the "Authority"), of its Commonwealth Mortgage Bonds, 2012 Series A-Non-AMT, its Commonwealth Mortgage Bonds, 2012 Series B-AMT and its Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, in various subseries (the "Bonds").

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain ongoing requirements which must be met subsequent to the delivery of the Bonds in order that interest on the Bonds be and remain excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code. The Authority has covenanted in the Bond Resolution to at all times do and perform all acts and things permitted by law and necessary or desirable in order to assure that interest on the Bonds shall be excluded from gross income for federal income tax purposes. In rendering the Tax Opinion, we assumed continuing compliance by the Authority with and enforcement by the Authority of the provisions of the program documentation adopted by the Authority and the aforesaid covenant.

The Written Determinations dated December 11, 2012 (the "Written Determinations") with respect to the Authority's Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, Subseries C-STEM-I (the "STEM Bonds") set forth procedures with respect to the STEM Bonds pursuant to which on the date hereof either the interest rates on all or a portion of such bonds will be adjusted to new interest rates or all or a portion of such bonds will be redeemed. The Written Determinations provide that an opinion of special tax counsel be delivered in connection with a conversion of the interest rate on any STEM Bonds to a Fixed Rate (as defined in the Written Determinations). This opinion is being delivered pursuant to such provision.

On the date hereof, the Authority is converting the interest rates on the entire aggregate principal amount of the STEM Bonds to Fixed Rates and redesignating such STEM Bonds as Commonwealth Mortgage Bonds, 2012 Series C-Non-AMT, Subseries C-2. We are of the opinion that the conversion of the interest rate on the STEM Bonds to Fixed Rates on the date hereof, in and of itself, will not adversely affect the exclusion of the interest on the Bonds from gross income for federal income tax purposes.

Except as stated in the paragraph above, we express no opinion as to any other matter with respect to the exemption of interest on the Bonds from federal income taxation or as to the treatment of any such Bonds for tax purposes by any state, city, county or other jurisdiction. We render our opinion under existing statutes and court decisions as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any action hereafter taken or not taken, or any facts or circumstances that may hereafter come to our attention, or changes in law or in interpretations thereof that may hereafter occur, or for any other reason. We express no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Bonds, or under state and local tax law.

Very truly yours,

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