

RESOLUTION 2006 -

A RESOLUTION PROVIDING FOR THE ISSUANCE OF NOT EXCEEDING \$20,500,000 HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY SINGLE FAMILY HOUSING REVENUE BONDS, 2006 SERIES A, FOR THE PURPOSE OF PROVIDING FOR THE ORIGINATION OR PURCHASE OF CERTAIN MORTGAGE LOANS, OR GUARANTEED MORTGAGE SECURITIES COMPRISED OF MORTGAGE SECURITIES MADE TO ELIGIBLE PERSONS OR FAMILIES FOR THE PURPOSE OF FINANCING THE PURCHASE OF EXISTING, NEWLY CONSTRUCTED OR SUBSTANTIALLY REHABILITATED HOMES, AND/OR THE REHABILITATION OF EXISTING HOMES, AND FOR FINANCING HOME IMPROVEMENTS AND PAYING FOR CERTAIN OTHER COSTS RELATED THERETO; PLEDGING CERTAIN OF THE REVENUES DERIVED DIRECTLY OR INDIRECTLY FROM THE REPAYMENT OF SUCH MORTGAGE LOANS OR PAYMENTS UNDER SUCH GUARANTEED MORTGAGE SECURITIES AND OTHER SOURCES TO THE REPAYMENT OF THE BONDS; AUTHORIZING SERIES A SUPPLEMENTAL INDENTURE OF TRUST SECURING SAID BONDS; AUTHORIZING 2006 PROGRAM DETERMINATIONS RELATING TO THE 2006 SERIES A BONDS PURSUANT TO THE MASTER MORTGAGE ORIGINATION AGREEMENT; AUTHORIZING VARIOUS INVESTMENT AGREEMENTS; AUTHORIZING THE ISSUANCE OF SUBORDINATED BONDS; RATIFYING AND CONFIRMING THE APPOINTMENT OF A SERVICING AGENT AND ADMINISTRATOR TO ACT IN SUCH CAPACITY PURSUANT TO THE PROGRAM ADMINISTRATION AND SERVICING AGREEMENT; RATIFYING AND CONFIRMING THE DESIGNATION OF A QUALIFIED FINANCIAL INSTITUTION TO SERVE AS TRUSTEE FOR SUCH BONDS; AND MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS; AUTHORIZING THE PROPER OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY AND ADVISABLE IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF SAID BONDS; APPROVING THE FORM OF A PURCHASE CONTRACT RELATING TO THE NEGOTIATED SALE OF NOT TO EXCEED \$20,500,000 OF THE BONDS TO CERTAIN UNDERWRITERS; AUTHORIZING AND DIRECTING THE CHAIRMAN OR OTHER MEMBER OF THE AUTHORITY TO EXECUTE AND DELIVER AND THE SECRETARY/TREASURER OR OTHER MEMBER OF THE AUTHORITY OR THE EXECUTIVE DIRECTOR, TO ATTEST A PURCHASE CONTRACT SUBSTANTIALLY IN SUCH FORM SET FORTH HEREIN SUBJECT TO CERTAIN PARAMETERS; DELEGATING TO THE OFFICIALS EXECUTING AND DELIVERING THE PURCHASE CONTRACT THE AUTHORITY TO MAKE A FINAL DETERMINATION OF THE INTEREST RATE OR RATES TO BE BORNE BY THE BONDS AND CERTAIN OTHER FINANCIAL PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; RATIFYING THE

AUTHORIZATION OF THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE AND DELIVERY OF SUCH BONDS; DELEGATING TO THE EXECUTIVE DIRECTOR THE AUTHORITY TO MAKE THE DETERMINATION OF THE DISTRIBUTION OF ALLOCATIONS TO PARTICIPATING LENDING INSTITUTIONS AND AS TO MATTERS INVOLVING EXTENSION OF THE ORIGINATION PERIOD AND REDUCTION OF INTEREST RATE ON THE MORTGAGE LOANS ORIGINATED WITH PROCEEDS OF THE 2006 SERIES A BONDS; APPROVING AND RATIFYING INTERLOCAL AGREEMENTS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Authority wishes to proceed in the issuance of not to exceed \$20,500,000 of its Single Family Housing Revenue Bonds, 2006 Series A (the "2006A Bonds"), pursuant to that certain Master Indenture of Trust dated as of January 1, 1998 (the "Indenture") between the Authority and U.S. Bank National Association, as successor to SouthTrust Bank, National Association, as trustee (the "Trustee"), for the purpose of providing funds to originate single family mortgage loans in Pasco County, Pinellas County, Polk County and other participating counties within the State of Florida for persons or families of low to moderate income (the "2006A Series Program"); and

WHEREAS, the Authority wishes to approve the form of a Supplemental Indenture of Trust relating to the Authority's single family housing revenue bonds to be issued in calendar year 2006 (the "2006A Series Supplement") and the execution and delivery of such 2006A Series Supplement to be entered into with the Trustee; and

WHEREAS, the Authority wishes to approve the form of a 2006 Series A Program Determinations relating to the 2006A Bonds, pursuant to the Mortgage Origination Agreement dated May 1, 1998; and

WHEREAS, the Authority wishes to approve the form of a Program Administration and

Servicing Agreement to be entered into with US Bank N.A., successor to The Leader Mortgage Company (the "Servicer" or "Master Servicer"), together with the form of Supplement to Program Administration and Servicing Agreement Re: Home Key 2nd Mortgage Loans and Home Key Plus 2nd Mortgage Loans to provide for the purchase and servicing of the qualified Mortgage Loans and the administration of its 2006A Series Program for the benefit of low, moderate and middle income persons or families in Pinellas County and other counties within the State of Florida participating in the 2006A Series Program; and

WHEREAS, the Authority has received proposals from qualified participating lending institutions desiring to originate Mortgage Loans pursuant to approved mortgage origination agreements; and

WHEREAS, the Authority wishes to approve the form of an agreement for the purchase of the Bonds authorized to be sold hereby; and

WHEREAS, the Authority wishes to approve and ratify the form and distribution of the Preliminary Official Statement and to authorize the preparation and distribution of an Official Statement in connection with the issuance and delivery of its Bonds; and

WHEREAS, the Authority intends to negotiate the sale of the Bonds as hereinafter provided to RBC Dain Rauscher Inc., George K. Baum & Company and CitiGroup Global Markets Inc. (collectively, the "Underwriters") for the reasons set forth herein; and

WHEREAS, the Authority desires to delegate to the Chairman, the Vice Chairman, the Secretary/Treasurer, any Assistant Secretary, and any other member the authority, or any of them to award the sale of the 2006A Bonds to the Underwriters;

NOW, THEREFORE, BE IT RESOLVED BY THE HOUSING FINANCE AUTHORITY OF PINELLAS COUNTY, FLORIDA, as follows:

SECTION 1. There is hereby authorized and directed to be issued the Authority's Single Family Housing Revenue Bonds, 2006 Series A (Multi-County Program), in the principal amount of not to exceed \$20,500,000. The Bonds shall be issued under and secured by the Supplemental Indenture referred to below which by reference is hereby incorporated in this resolution as if fully set forth herein. The Bonds shall be in such Series, shall mature in the amounts and at the times, shall bear interest at the rates, be redeemable at the redemption prices and upon the terms and shall have all of the other characteristics, all as set forth in the 2006A Series Supplement and the Bond Purchase Contract, which may be a Composite Bond Purchase Contract, (the "Purchase Contract") substantially in the form attached hereto as Exhibit "A" to be executed and delivered as provided herein. It is anticipated that the 2006A Series A Bonds will be issued in two sub series, Series A-1 (AMT) and Series A-2 (AMT-Subordinated). The issuance of each of the various sub-series is hereby approved and the Authority hereby authorizes and approves the issuance of subordinated bonds. The 2006A Bonds shall be executed, authenticated and delivered by the officers of the Authority authorized below in substantially the form set forth in the Indenture in fully registered form.

SECTION 2. The 2006A Series Supplemental Indenture of Trust (the "2006A Series Supplement"), in substantially the form attached hereto as Exhibits "B", is hereby approved, and the Chairman, the Vice Chairman, the Secretary/Treasurer, any Assistant Secretary or any other member of the Authority or any combination of them are hereby authorized and directed to execute and deliver the 2006A Series Supplement on behalf of and in the name of the Authority with such

additional changes, insertions and omissions therein including, but not limited to, the insertion of rates, maturities and other details of the Bonds determined as herein provided and as may be made prior to the delivery of the Bonds, with such additional changes, insertions and omissions therein as implement the provisions of the Purchase Contract and conform to the descriptions contained in the hereinafter authorized Official Statement, and as may be otherwise made and approved by the said officers of the Authority executing the same, such execution to be conclusive evidence of such approval.

SECTION 3. The Series 2006 Program Determinations and the Program Administration and Servicing Agreement (including the Supplement thereto) in substantially the forms attached hereto as Exhibits "C" and "D", respectively (collectively, the "Agreements"), with such additional changes, insertions and omissions therein as implement the provisions of the Purchase Contract and conform to the descriptions contained in the hereinafter authorized Official Statement and as may be otherwise made and approved by the said officers of the Authority executing the same, such execution to be conclusive evidence of such approval, are hereby approved, confirmed and ratified and the Chairman, Vice Chairman, Secretary/Treasurer, any Assistant Secretary or any other member of the Authority, or any combination of them, are hereby authorized and directed to execute and deliver the Agreements on behalf of and in the name of the Authority.

SECTION 4. It is hereby found and determined that due to the complexity of the financing and the need to coordinate matters among the potential Mortgage Loan originators, the Authority, the Servicer, the Government National Mortgage Association, Fannie Mae and the Underwriters, it is in the best interest of the Authority to negotiate the sale of the Bonds. The disclosure required by Section 218.385, Florida Statutes, as amended, shall be provided to the Authority, as evidenced by a

schedule attached to the Purchase Contract when executed. The negotiated sale of not to exceed \$20,500,000 Housing Finance Authority of Pinellas County, Florida Single Family Housing Revenue Bonds, 2006 Series A (Multi-County Program) is hereby approved to the Underwriters at a price not less than 100% of the aggregate principal amount of such Bonds plus accrued interest upon substantially the terms and conditions set forth in the Purchase Contract, including payment to the Underwriters of a fee not in excess of 1% of the aggregate principal amount of the Bonds. The Purchase Contract with such changes, alterations and corrections as may be approved by the Chairman, Vice Chairman, the Secretary/Treasurer, any Assistant Secretary or any other member of the Authority, such approval to be conclusively evidenced by such execution thereof, is hereby approved by the Authority, and the Authority hereby authorizes said Chairman, Vice Chairman, the Secretary/Treasurer, any Assistant Secretary or any other member of the Authority to execute and deliver said Purchase Contract in the name of and on behalf of the Authority, all of the provisions of which, when executed and delivered by the Authority as authorized herein shall be deemed to be a part of this instrument as fully and to the same extent as if incorporated verbatim herein. Award of the Bonds to the Underwriters with the yield on the Bonds determined in accordance with the Internal Revenue Code of 1986, as amended, not exceeding 5.25% per annum, (or the maximum lawful rate, whichever is less), and maturities on the Bonds being not later than the year 2037, may be approved by the Chairman, Vice Chairman, the Secretary/Treasurer, any Assistant Secretary or any other member of the Authority by the execution of the Purchase Contract without need of further authorization of the Authority. The Bonds are hereby sold (subject to such conditions) to such Underwriters in the amount, at the price and upon the final terms set forth in the Purchase Contract as may be approved by the Chairman, Vice Chairman, the

Secretary/Treasurer, any Assistant Secretary or other member of the Authority in accordance herewith.

SECTION 5. The Authority hereby approves the form of and the distribution of, the Preliminary Official Statement relating to the Bonds in substantially the form attached hereto as Exhibit "E", and hereby deems the Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission. The Authority hereby authorizes the utilization by the Underwriters of said Preliminary Official Statement and authorizes the utilization by the Underwriters of a final Official Statement relating to the Bonds. The execution of the final Official Statement with such revisions as shall hereafter be approved by the Chairman, Vice Chairman, the Secretary/Treasurer, any Assistant Secretary or any other member of the Authority executing same is hereby authorized and the execution of the final Official Statement shall be conclusive evidence of such approval. With such approval and authorization, the distribution of the final Official Statement by the Underwriters in connection with the sale and issuance of the Bonds is hereby approved.

SECTION 6. The appointment of US Bank N.A., successor to The Leader Mortgage Company to serve as Master Servicer under the Master Mortgage Origination and the Program Administration and Servicing Agreement is hereby confirmed and ratified.

SECTION 7. The Authority hereby approves, ratifies and confirms the distribution of Invitations to Originate Mortgage Loans and Offers to Originate Mortgage Loans in substantially the forms of Exhibits "F" and "G" hereto, to lending institutions.

SECTION 8. The Authority hereby authorizes the determination of allocations to participating lending institutions in such amounts as shall be deemed fair and appropriate by the

Executive Director of the Authority, in consultation with the Underwriters, Bond Counsel and the financial advisor to the Authority, as may be necessary to accomplish the purposes of the program and as shall be consistent with the Offers to Originate Mortgage Loans submitted by such participating lenders, the acceptance of such portion of the Offers to Originate as are consistent therewith and the distribution to such participating lenders of Notices of Acceptance with respect thereto. The Authority hereby approves and authorizes the making of a net Authority Contribution as provided in the Indenture not exceeding \$500,000 (not including any SHIP funds). In addition, the Authority hereby authorizes the purchase of Mortgage Certificates from the Trustee which are held by the Trustee as non-purpose investments in the 2006A Acquisition Fund created under the 2006A Series Supplement, at a purchase price equal to the principal amount thereof, at such time as the Trustee is required to liquidate such investments in order to purchase qualifying Mortgage Certificates with funds held in the 2006A Acquisition Fund, provided that the maximum principal amount of such Mortgage Certificates (or participation interests therein) to be purchased by the Authority shall not exceed \$4,050,000.

SECTION 9. Interlocal Agreements with the Housing Finance Authorities of Pasco and Polk Counties substantially in the form set forth as Exhibit "H" have been previously approved and the Chairman or the Vice Chairman has executed and delivered such Interlocal Agreements and the Secretary/Treasurer or any Assistant Secretary has attested thereto, and such Interlocal Agreements are on file with the Clerk of Court for each of the Counties.

SECTION 10. The Authority is hereby authorized to enter into certain investment agreements for which portions of the Bond proceeds will be invested on such terms and conditions as negotiated and approved by the Authority's Bond Counsel and financial advisor. Any of the

individuals which are delegated by the Authority to execute the Bond Purchase Contract may also execute the investment agreements which are anticipated to be entered into in connection with the issuance of the 2006A Bonds.

SECTION 11. The Authority hereby undertakes to provide ongoing disclosure as required by Securities and Exchange Commission Rule 15c2-12 and the rulings and interpretations thereunder. The Authority acknowledges that the foregoing undertaking, as set forth in greater detail in a Continuing Disclosure Agreement to be executed by the Authority upon the delivery of the Bonds, substantially in the form set forth as Exhibit "I" hereto, is made to and for the benefit of the holders, from time to time, of the Bonds and to and for the benefit of potential purchasers of said Bonds. The Continuing Disclosure Agreement, with such additional changes, insertions and omissions therein as may be approved by the said officers of the Authority executing the same, such execution to be conclusive evidence of such approval, is hereby approved, confirmed and ratified and the Chairman, Vice Chairman, Secretary/Treasurer, any Assistant Secretary or any other member of the Authority, or any combination of them, are hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement on behalf of and in the name of the Authority.

SECTION 12. The Indenture permits the Authority to extend the period during which Mortgage Loans may be originated and purchased (the "Origination Period") based on delivery of cash flows satisfactory to the rating agency then rating the 2006A Bonds, advice from such rating agency that the rating on the 2006A Bonds will not be reduced and an approving opinion of Bond Counsel, and further permits the Authority to authorize the reduction in interest rates to be borne by the Mortgage Loans following delivery of cash flows satisfactory to the rating agency then rating

the 2006A Bonds, advice from such rating agency that the rating on the 2006A Bonds will not be reduced and an approving opinion of Bond Counsel. The Authority hereby determines that the ability to extend the Origination Period within the parameters of the Indenture, and to permit a possible reduction in the interest rate borne by the Mortgage Loans originated with the proceeds of the 2006A Bonds is critical to the future success of the 2006A Program. In order to expedite such possible changes, the Authority hereby delegates to the Executive Director, subject to the prior approval of the Chairman or Vice Chairman, the authority to execute and deliver any documents necessary or required, in the opinion of Bond Counsel, to be executed by the Authority in conjunction with the extension of the Origination Period so long as the requirements of the Indenture relative to such changes have been satisfied.

SECTION 13. All prior resolutions, motions and any other action of the Authority inconsistent with the provisions of this resolution are hereby modified, supplemented and amended to conform with the provisions herein contained and except as otherwise modified, supplemented and amended hereby shall remain in full force and effect.

SECTION 14. To the extent that the Chairman or Vice Chairman and/or Secretary/Treasurer of the Authority are unable for any reason to execute or deliver the documents referred to above, such documents may be executed and/or delivered by the Executive Director, any Assistant Secretary or other member of the Authority, with the same effect as if executed and/or delivered by the Chairman or Vice Chairman or Secretary/Treasurer. Any and all documents may be attested by any of the persons authorized in the foregoing sentence to execute such documents.

SECTION 15. All members of the Authority and the staff of the Authority are hereby authorized and directed to execute any and all certifications or other instruments or documents

required by the Indenture, the Agreements, the Purchase Contract or any other document referred to above as a prerequisite or precondition to the issuance of the Bonds and any representation made therein shall be deemed to be made on behalf of the Authority. All action taken to date by the members of the Authority and the staff of the Authority in furtherance of the issuance of the Bonds is hereby approved, confirmed and ratified.

SECTION 16. This resolution shall become effective immediately upon its adoption.

ADOPTED this 7th day of March, 2006.

HOUSING FINANCE AUTHORITY OF
PINELLAS COUNTY, FLORIDA

(SEAL)

ATTEST:

By: _____
Chairman

By: _____
Secretary/Treasurer

EXHIBIT A

FORM OF BOND PURCHASE CONTRACT

EXHIBIT B

FORM OF 2006 SERIES A SUPPLEMENTAL INDENTURE OF TRUST

EXHIBIT C

FORM OF 2006 SERIES A PROGRAM DETERMINATIONS

EXHIBIT D

FORM OF PROGRAM ADMINISTRATION AND SERVICING AGREEMENT
and
SUPPLEMENT PROGRAM ADMINISTRATION AND SERVICING AGREEMENT

EXHIBIT E

FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT F

INVITATIONS TO ORIGINATE MORTGAGE LOANS

EXHIBIT G

OFFERS TO ORIGINATE MORTGAGE LOANS

EXHIBIT H

FORM OF INTERLOCAL AGREEMENT

EXHIBIT I

FORM OF CONTINUING DISCLOSURE AGREEMENT