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## SOUTHEAST TEXAS HOUSING FINANCE CORPORATION

October 11, 2007

Mayor Matthew T. Doyle  
City of Texas City  
1801 9<sup>th</sup> Avenue N  
Texas City, TX 77590

Re: Southeast Texas Housing Finance Corporation  
Multifamily Housing Revenue Bonds  
Wyndham Park Apartments  
Baytown, Harris County, Texas

Dear Mayor Doyle:

Please find enclosed four (4) copies of the **General Certificate of Local Government** which are required to be executed prior to the anticipated issuance of the Southeast Texas Housing Finance Corporation's Multifamily Housing Revenue Bonds for a multifamily senior complex in the City of Baytown, Texas.

Please execute all **four (4) copies** and return to our office in the enclosed pre-paid overnight envelope. We respectfully request that we receive all executed documents **no later than November 7, 2007**. If you or your staff have any questions, please do not hesitate to contact myself at 281.484.4663 ex 108 or Nell Turk at 281.484.4663 ex 107. Thank you for your attention to this matter.

Sincerely,



Ron Williams  
Executive Director

Enclosures

XC: Gary Meyer, board member

## GENERAL AND NO LITIGATION CERTIFICATE OF THE CITY OF TEXAS CITY

We hereby certify that we are duly elected or appointed and acting officers of the City of Texas City, Texas (the "*Local Governmental Unit*"). We do hereby further certify that:

1. This Certificate is for the benefit of the Attorney General of the State of Texas (the "*Attorney General*") and all persons interested in the validity of the proceedings of The Southeast Texas Housing Finance Corporation (the "*Corporation*") related to the issuance by the Corporation of its bonds entitled "The Southeast Texas Housing Finance Corporation Multifamily Housing Revenue Bonds (Wyndham Park Apartments) Series 2007" issued in or more series in an aggregate principal amount not to exceed \$14,500,000 (the "*Bonds*"). The Wyndham Park Apartments will be located in Baytown, Harris County, Texas.

2. The City Commissioners (the "*Governing Body*") of the Local Governmental Unit authorized the creation of the Corporation as a joint housing finance corporation pursuant to the Texas Housing Finance Corporations Act, Texas Local Government Code, Chapter 394, as amended (the "*Act*"), and approved the Articles of Incorporation (and all amendments thereto).

3. The Local Governmental Unit has appointed Gary Meyer to act as a member of the board of directors of the Corporation. That individual is a resident of a city or county which is a member of the Corporation.

4. The Governing Body has taken no action pursuant to the Act, including Section 394.016(c) thereof, or otherwise, to limit the effectiveness of the resolution authorizing the issuance of the Bonds or in any way affecting the proceedings relating to the issuance of the Bonds.

5. The Governing Body has not created any other Corporation with the power to make home mortgages or loans to lending institutions, the proceeds of which are to be used to make home mortgage or loans on residential developments.

6. No litigation is pending, or to our knowledge threatened, in any court in any way affecting the existence of the Corporation or seeking to restrain or to enjoin the issuance, sale or delivery of the Bonds, or in any way contesting or affecting the validity or enforceability of the Bonds or the financing documents to which the Corporation is a party, or contesting in any way the completeness or accuracy of the statements made in the offering document relating to the Bonds, or contesting the powers of the Corporation or its authority with respect to the financing documents to which it is party.

7. Each of the undersigned officers of the Local Governmental Unit hereby certifies that he or she is the duly elected or appointed incumbent of the office appearing below his or her signature and that the signature of the other officer appearing below is the true and correct signature of such person.

8. The Attorney General of the State of Texas is hereby authorized and directed to date this certificate concurrently with the date of his approval of the Bonds and this Certificate shall be deemed for all purposes to be accurate and correct on and as of that date and on and as of the date of the initial issuance and delivery of the Bonds to the initial purchasers thereof.

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EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

CITY OF TEXAS CITY, TEXAS

By \_\_\_\_\_  
Mayor Matthew T. Doyle

ATTEST

By \_\_\_\_\_  
[Deputy] City Clerk

**DO NOT DATE THIS PAGE**

Date of this  
Certificate: \_\_\_\_\_