



January 7, 2025

Stephanie McCormick
Administrative Director, Burnet County Judge
220 S. Pierce Street
Burnet, Texas 78611

Re: Capital Area Housing Finance Corporation
Tax-Exempt Obligations
(Riverstone Apartments)

Dear McCormick:

As you have discussed with Jim Shaw, Executive Director of the Capital Area Housing Finance Corporation (the "*Corporation*"), enclosed are two (2) copies of the General and No Litigation Certificate ("*General Certificate*") for execution by the Interim County Judge of the County of Burnet or other individual with signature authority for the County in connection with the issuance by the Corporation of its tax-exempt obligations in an aggregate principal amount not to exceed \$10,000,000 (the "*Bonds*")

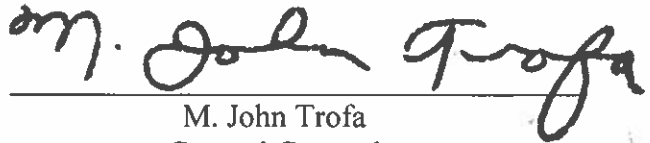
The General Certificate has already been executed by Judge Oakley, but since the Bonds are scheduled to close on January 30, 2025 and Judge Oakley's resignation is effective January 2, 2025, we are requesting re-execution of the General Certificate by the Interim County Judge or other individual with signature authority for the County due to the resignation occurring prior to closing. I have also enclosed a copy of the General Certificate that was previously executed by Judge Oakley and attested to by the County Clerk along with my previous correspondence detailing the legal requirements behind the General Certificate. We apologize for the expedited nature of this request, but the Attorney General will not allow the Bonds to close without receipt of the General Certificate.

To the extent it is helpful, if this matter is placed on a Commissioners' Court agenda for approval, we would suggest an agenda item referencing "approval of a General and No Litigation Certification in connection with a multifamily housing bond issuance by the Capital Area Housing Finance Corporation relating to the Riverstone Apartments development."

Please have both signature pages for the General Certificate completed and return them to Chapman and Cutler LLP, Bond Counsel to the Corporation, using the enclosed prepaid Federal Express envelope no later than January 16, 2025. **Please do not date this General Certificate.**

Please call me at (512) 349-9104 with any questions or comments you may have.

CAPITAL AREA HOUSING FINANCE
CORPORATION

By 
M. John Trofa
General Counsel

Enclosures

cc: Jim Shaw, Executive Director of Capital Area HFC

GENERAL AND NO LITIGATION CERTIFICATE OF BURNET COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Burnet County, Texas (the "*County*"). 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 Capital Area Housing Finance Corporation (the "*Corporation*") related to the issuance by the Corporation of its tax-exempt obligations for Riverstone Apartments project, to be issued in one or more series in an aggregate principal amount not to exceed \$10,000,000 (the "*Bonds*").

2. The Commissioners Court (the "*Governing Body*") of the County authorized the membership of the County in the Corporation, a joint housing finance corporation created pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Local Government Code, as amended (the "*Act*"), and approved the Corporation's articles of incorporation (and all amendments thereto).

3. The County has appointed Judge James Oakley to act as a member of the board of directors of the Corporation. The 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 that currently has 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 any disclosure document prepared in connection with the issuance of 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 County 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.

9. By his or her signature hereto, the undersigned representative of the Governing Body assumes no liability whatsoever with respect to the Bonds. The Bonds are not an indebtedness of the Governing Body or the County and the Governing Body and the County shall have no liability therefor.

[Remainder of Page Intentionally Left Blank]

EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

BURNET COUNTY, TEXAS

By _____
Name: _____
Title: _____

ATTEST

By _____
[Deputy] County Clerk

DATED: _____
[TO BE DATED BY ATTORNEY
GENERAL OF THE STATE OF TEXAS]