

GENERAL AND NO LITIGATION CERTIFICATE OF HIDALGO COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Hidalgo 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 Hidalgo/Willacy Housing Finance Corporation (the "*Corporation*") related to the issuance by the Corporation of its multifamily housing governmental note entitled "Hidalgo/Willacy Housing Finance Corporation Multifamily Housing Governmental Note (El Rosario Homes & La Merced Homes)" issued in one or more series (the "*Governmental Note*").

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 Articles of Incorporation and Bylaws of the Corporation (and all amendments thereto).

3. The County has appointed Commissioner David Fuentes, Armando Garza Jr. and Commissioner Ellie Torres to act as members of the board of directors of the Corporation. Each 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 Governmental Note or in any way affecting the proceedings relating to the issuance of the Governmental Note.

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 Governmental Note, or in any way contesting or affecting the validity or enforceability of the Governmental Note 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 Governmental Note, 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 Governmental Note 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 Governmental Note 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 Governmental Note. The Governmental Note is not an indebtedness of the Governing Body or the County and the Governing Body and the County shall have no liability therefor.

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EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

HIDALGO COUNTY, TEXAS

By _____
Judge Richard Cortez

ATTEST

By _____
[Deputy] County Clerk

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