

**GENERAL CERTIFICATE OF
HIDALGO COUNTY, TEXAS**

**THE STATE OF TEXAS
COUNTY OF HIDALGO**

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We, the undersigned County Judge and County Clerk of **HIDALGO COUNTY, TEXAS** (the "**County**"), hereby certify as follows:

1. This Certificate is executed at the request of the **CITY OF EDINBURG, TEXAS LOCAL GOVERNMENT FINANCE CORPORATION** (the "**Issuer**") in connection with the issuance by the Issuer of its **CITY OF EDINBURG, TEXAS LOCAL GOVERNMENT FINANCE CORPORATION CONTRACT REVENUE BONDS, SERIES 2015A (EDINBURG ENTERTAINMENT CENTER PROJECT)**, and **CITY OF EDINBURG, TEXAS LOCAL GOVERNMENT FINANCE CORPORATION CONTRACT REVENUE BONDS, TAXABLE SERIES 2015B (EDINBURG ENTERTAINMENT CENTER PROJECT)** (collectively, the "**Bonds**").

2. The Commissioners Court of the County duly authorized the execution and delivery of the following documents related to the Bonds (the "**County Documents**"):

(i) *Agreement to Terminate Economic Development Agreement Relating to The Shoppes at Rio Grande Valley*, dated as of March 1, 2015, among the City of Edinburg, Texas, the County, the Edinburg Economic Development Corporation, the Issuer, and First Hartford Realty Corporation, a Delaware corporation;

(ii) *Interlocal Agreement*, dated as of November 8, 2011, between the County and the City of Edinburg, Texas, as amended by the *First Amendment to the Interlocal Agreement Between the City of Edinburg, Texas and Hidalgo County, Texas Relating to Reinvestment Zone Number One, City of Edinburg, Texas*, dated as of March 10, 2015 (relating to Reinvestment Zone Number One, City of Edinburg, Texas); and.

(iii) *Interlocal Agreement*, dated as of March 10, 2015, between the County and the City of Edinburg, Texas (relating to Reinvestment Zone Number Four, City of Edinburg, Texas).

3. The undersigned do hereby certify that attached hereto as *Exhibit A* is a true, correct and complete copy of each of the County Documents.

4. The County Documents have been duly executed by the County and are in full force and effect and constitute the valid, binding and enforceable obligations of the County, and the County is entitled to the benefits of the same. The County is in compliance with all covenants contained in the County Documents and is not in default in the performance and observance of any of the terms, provisions and conditions set forth therein.

5. No litigation is pending against the County or, to the best of our knowledge, threatened against the County:

(i) to restrain or enjoin the execution, performance or delivery of the County Documents; or

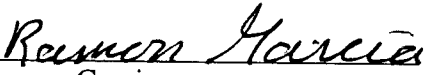
(ii) in any way contesting (a) the right and power of the County in connection with any action taken by it towards the execution, performance or delivery of the County Documents or (b) the title or authority of the current officers of the County to their respective offices.

6. This Certificate shall be submitted to the Public Finance Division of the Attorney General of Texas pursuant to 1 TAC § 53.246. The Attorney General is authorized to date this Certificate as of the date the Attorney General approves the issuance of the Bonds. Similarly, Bond Counsel related to the issuance of the Bonds is authorized to date this Certificate as of the date the Bonds are initially issued and delivered to the Underwriter. If any litigation should develop before the Attorney General approves the Bonds or the Bonds are initially issued and delivered, the County will notify the Attorney General's Public Finance Division and Bond Counsel for the Bonds immediately by telephone and telecopy. With this assurance, the Attorney General and Bond Counsel for the Bonds can rely upon the absence of any such litigation at the time the Public Finance Division approves the Bonds or the Bonds are initially issued and delivered unless the Attorney General and Bond Counsel are advised otherwise.

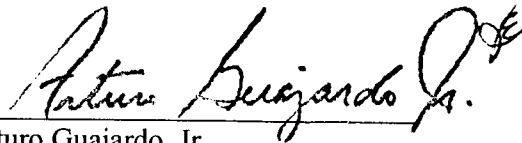
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EXECUTED THIS _____.

HIDALGO COUNTY, TEXAS



Ramon Garcia
County Judge
Hidalgo County, Texas



Arturo Guajardo, Jr.
County Clerk
Hidalgo County, Texas

Signature Page to the General Certificate of
Hidalgo County, Texas Relating to the Issuance of
City of Edinburg, Texas Local Government Finance Corporation
Contract Revenue Bonds, Series 2015A and Taxable Series 2015B
(Edinburg Entertainment Center Project)

EXHIBIT A

County Documents