



January 19, 2022

Hal Hawes  
Williamson County, General Counsel  
Office of Williamson County Judge  
710 S. Main Street, Suite 101  
Georgetown, Texas 78626

Re: Capital Area Housing Finance Corporation  
Multifamily Housing Governmental Note  
(Mission Trail at El Camino Real Apartments), Series 2022

Dear Mr. Hawes:


The Capital Area Housing Finance Corporation (the "*Corporation*") will issue the above captioned Governmental Note in an aggregate principal amount not to exceed \$43,000,000 in order to provide funds to refund the Governmental Note entitled "Capital Area Housing Finance Corporation Multifamily Housing Governmental Note (Mission Trail at El Camino Real Apartments), Series 2019", the proceeds of which were used to finance the development located in the City of San Marcos, Hays County. The Governmental Note will be a special limited obligation of the Corporation payable solely from the collateral pledged to secure the Governmental Note. The sponsoring local political subdivisions of the Corporation are not in any way liable for the payment of the Governmental Note.

In connection with the issuance by the Corporation of the above-referenced Governmental Note, enclosed herewith are two (2) copies of the General and No Litigation Certificate (the "*General Certificate*") for execution by Judge Gravell as the County Judge of the County of Williamson. I have included below for your convenience a description of the legal requirements behind the General Certificate.

The General Certificate is required by 1 TX A.D.C. §53.229 (or 15 Tex. Reg. 6289) and must be submitted to the Attorney General of the State of Texas, who will approve all documentation relating to the Governmental Note prior to the issuance of the Governmental Note. Paragraph 8 of the General Certificate specifically gives the Attorney General the right to date the General Certificate on the date of closing. **Please do not date this Certificate.**

Please review the General Certificate and call me at (512) 349-9104 with any questions or comments you may have. **Otherwise, if all is in order, please execute both signature pages for the General Certificate and return them to Chapman and Cutler LLP, Bond Counsel to the Corporation, using the enclosed prepaid Federal Express envelope for delivery no later than Wednesday, February 23, 2022.**

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 WILLIAMSON COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Williamson 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 multifamily housing governmental note entitled “Capital Area Housing Finance Corporation Multifamily Housing Governmental Note (Mission Trail at El Camino Real Apartments), Series 2022” issued in one or more series in an aggregate principal amount not to exceed \$43,000,000 (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 Russ Boles 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 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.

[Remainder of Page Intentionally Left Blank]

EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

WILLIAMSON COUNTY, TEXAS

By \_\_\_\_\_  
Judge Bill Gravell

ATTEST

By \_\_\_\_\_  
[Deputy] County Clerk

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