

January 24, 2018

The Honorable Kenneth Liggett
Clay County Judge
Clay County Courthouse Annex
214 N. Main Street
Henrietta, Texas 76365

Re: Nortex Housing Finance Corporation
Multifamily Housing Revenue Bonds
(Archer-Dukes Apartments Project),
Series 2018

Dear Judge Liggett:

The Nortex Housing Finance Corporation (the "*Corporation*") will issue the above captioned Bonds in an aggregate principal amount not to exceed \$25,000,000 in order to provide funds to finance the cost of a residential development that will provide decent, safe and sanitary housing at affordable prices for residents within the Corporation's jurisdiction. The Bonds will be special limited obligations of the Corporation payable solely from the collateral pledged to secure the Bonds. The sponsoring local political subdivisions of the Corporation are not in any way liable for the payment of the Bonds.

In connection with the issuance by the Corporation of the above referenced Bonds, enclosed herewith are three (3) copies of the General and No Litigation Certificate (the "*General Certificate*") for execution by you as the County Judge of the County of Clay. 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 Bonds prior to the issuance of the Bonds. 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.**

Chapman and Cutler LLP

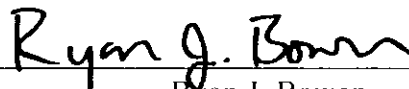
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Please review the General Certificate and call me at (312) 845-3277 with any questions or comments you may have. Otherwise, if all is in order, please execute all three (3) signature pages for the General Certificate and return them to Chapman and Cutler LLP. Bond Counsel to me using the enclosed prepaid Federal Express envelope for delivery no later than **March 16, 2018**.

Very truly yours,

CHAPMAN AND CUTLER LLP

By  _____
Ryan J. Bowen
Texas Bar Card No. 24089859

Enclosures

cc: David A. Clark, Executive Director

GENERAL AND NO LITIGATION CERTIFICATE OF CLAY COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Clay 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 Nortex Housing Finance Corporation (the "*Corporation*") related to the issuance by the Corporation of its bonds entitled "Nortex Housing Finance Corporation Multifamily Housing Revenue Bonds (Archer-Dukes Apartments Project) Series 2018" issued in one or more series in an aggregate principal amount not to exceed \$25,000,000 (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 Articles of Incorporation and Bylaws of the Corporation (and all amendments thereto).

3. The officers and directors of the Corporation are currently as follows:

NAME	OFFICE
Paul Wylie	President
Dennis Wilde	Secretary and Treasurer
Gregory Ross	Director
Michael Smith	Director
Jimmy Lee	Director

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.

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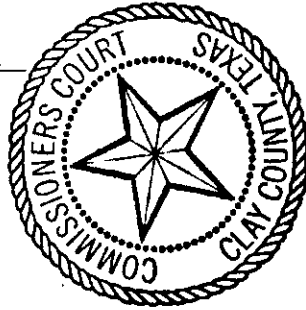
EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

CLAY COUNTY, TEXAS

By *Kenneth Lygett*
Judge Kenneth Lygett

ATTEST

By *Subhakar*
~~Deputy~~ County Clerk



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