

## 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 tax-exempt obligations for the Sun Valley Apartments project, to be issued in one or more series in an aggregate principal amount not to exceed \$15,000,000 (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 officers and directors of the Corporation are currently as follows, and each such individual is a resident of a city or county which is a member of the Corporation:

<u>Name</u>	<u>Office</u>
Paul Wylie	President and Director
Gregory Ross	Vice President and Director
Dennis Wilde	Secretary and Director
Michael Smith	Director
Tammy Martinez	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   
Judge Mike Campbell

ATTEST

By   
[Deputy] County Clerk



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