

GENERAL AND NO LITIGATION CERTIFICATE OF THE CITY OF PASADENA

We hereby certify that we are duly elected or appointed and acting officers of the City of Pasadena, Texas (the "*Local Governmental Unit*"). 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 Southeast Texas Housing Finance Corporation (the "*Corporation*") related to the issuance by the Corporation of its bonds entitled "The Southeast Texas Housing Finance Corporation Multifamily Housing Revenue Bonds (Bayshore Towers Apartments), Series 2018" issued in or more series in an aggregate principal amount not to exceed \$15,000,000 (the "*Bonds*"). The Bayshore Towers Apartments will be located in Pasadena, Harris County, Texas.

2. The City Council (the "*Governing Body*") of the Local Governmental Unit authorized the creation of the Corporation as a joint housing finance corporation pursuant to the Texas Housing Finance Corporations Act, Texas Local Government Code, Chapter 394, as amended (the "*Act*"), and approved the Articles of Incorporation (and all amendments thereto).

3. The Local Governmental Unit has appointed Ken E. Unfried to act as a member of the board of directors of the Corporation. That 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 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 with 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 the statements made in the offering document relating to 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 Local Governmental Unit 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 Local Governmental Unit and the Governing Body and the Local Governmental Unit shall have no liability therefor.

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EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

CITY OF PASADENA, TEXAS

By Jeff A. Wagner
Mayor Jeff A. Wagner

ATTEST

By Linda Borik
[Deputy] City Clerk

DO NOT DATE THIS PAGE

Date of this
Certificate: _____

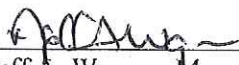
CERTIFICATE OF APPROVAL
FOR ISSUANCE OF TAX-EXEMPT MULTIFAMILY HOUSING REVENUE BONDS

I, the chief elected executive officer of the City of Pasadena, Texas, elected at-large by the voters of the City of Pasadena, Texas, make this certificate solely to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, with respect to the proposed issuance of one or more series of tax-exempt multifamily housing revenue bonds by The Southeast Texas Housing Finance Corporation in an aggregate face amount of not more than \$15,000,000 (the "*Bonds*"). The Bonds will be issued for the benefit of Bayshore Housing, LLC, or an affiliate thereof (the "*Borrower*"), in connection with the rehabilitation of an approximately 100-unit multifamily senior development known as Bayshore Towers and located at 3219 Burke Road, Pasadena, Texas 77504 (the "*Development*"). The Borrower will own the Development.

A public hearing was held on behalf of the City of Pasadena, Texas, by Ron Williams, the designated hearing officer, as described in the attached Certificate of Hearing Officer. As the "applicable elected representative" of the City of Pasadena, Texas, I approve the issuance of the Bonds in the amount and for the purpose described above.

This approval is not: (1) a warranty by the City of Pasadena, Texas, the Mayor of the City of Pasadena, Texas, or of any agency, political subdivision, or instrumentality of the State of Texas that the Bonds will be paid or that any of the obligations assumed in connection with issuance of the Bonds will in fact be performed; (2) a pledge of the faith and credit of the State of Texas or of any agency, political subdivision, or instrumentality the State of Texas; or (3) a warranty of the validity of the corporate existence of The Southeast Texas Housing Finance Corporation or of the Bonds themselves.

IN WITNESS WHEREOF, I have officially signed my name in the City of Pasadena, Harris County, Texas, on the date set forth below.



Jeff A. Wagner, Mayor
City of Pasadena, Texas

Dated: 9-5-18, 2018