

GENERAL AND NO LITIGATION CERTIFICATE OF BRAZORIA COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Brazoria 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 Southeast Texas Housing Finance Corporation (the "*Corporation*") related to the issuance by the Corporation of its tax-exempt obligations for the Piedmont Apartments project, to be issued in one or more series in an aggregate principal amount not to exceed \$30,000,000 (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 County has appointed Commissioner Donald "Dude" Payne 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 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.

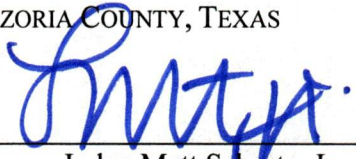
8. The Attorney General of the State of Texas is hereby authorized and directed to date this Certificate concurrently with the date of his approval of the Bonds and this Certificate shall be deemed for all purposes to be accurate and correct on and as of that date and on and as of the date of the initial 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.

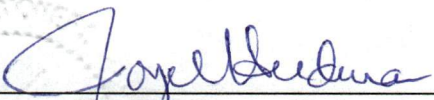
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EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

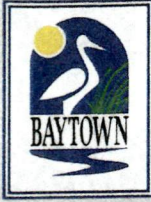
BRAZORIA COUNTY, TEXAS

By 
Judge Matt Sebesta, Jr.

ATTEST

By 
[Deputy] County Clerk

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



CITY OF BAYTOWN CERTIFICATION OF RESOLUTION

I, ANGELA JACKSON, THE DULY APPOINTED CITY CLERK OF THE CITY OF BAYTOWN, HARRIS AND CHAMBERS COUNTIES, TEXAS, DO HEREBY CERTIFY AND ATTEST THAT AS PART OF MY DUTIES, I DO SUPERVISE AND ACT AS LAWFUL CUSTODIAN OF THE RECORDS OF THE CITY OF BAYTOWN; THAT THE ATTACHED DOCUMENT IS A TRUE AND CORRECT COPY OF RESOLUTION NO. 2949.

RESOLUTION NO. 2949

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BAYTOWN, TEXAS, AUTHORIZING AND DIRECTING THE MAYOR TO EXECUTE A GENERAL AND NO LITIGATION CERTIFICATE RELATED TO THE PROPOSED ISSUANCE OF ONE OR MORE SERIES OF TAX-EXEMPT OBLIGATIONS BY THE SOUTHEAST TEXAS HOUSING FINANCE CORPORATION IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN THIRTY MILLION DOLLARS (\$30,000,000.00) FOR THE PIEDMONT APARTMENTS-BAYTOWN PROJECT; AND PROVIDING FOR THE EFFECTIVE DATE THEREOF.

ADOPTED BY THE CITY COUNCIL AT ITS MEETING HELD ON NOVEMBER 19, 2024.

WITNESS MY HAND AND SEAL OF THE CITY ON NOVEMBER 20, 2024.

ANGELA JACKSON, CITY CLERK



RESOLUTION NO. 2949

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BAYTOWN, TEXAS, AUTHORIZING AND DIRECTING THE MAYOR TO EXECUTE A GENERAL AND NO LITIGATION CERTIFICATE RELATED TO THE PROPOSED ISSUANCE OF ONE OR MORE SERIES OF TAX-EXEMPT OBLIGATIONS BY THE SOUTHEAST TEXAS HOUSING FINANCE CORPORATION IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT MORE THAN THIRTY MILLION DOLLARS (\$30,000,000.00) FOR THE PIEDMONT APARTMENTS-BAYTOWN PROJECT; AND PROVIDING FOR THE EFFECTIVE DATE THEREOF.

WHEREAS, the Southeast Texas Housing Finance Corporation (the "Corporation") proposes to issue bonds one or more series of tax-exempt obligations in an aggregate principal amount of not more than THIRTY MILLION DOLLARS (\$30,000,000.00) for the benefit of Pillar Piedmont, LP, or an affiliate thereof, related to the acquisition, rehabilitation and equipping of an approximately 250-unit multifamily housing development known as Piedmont Apartments-Baytown located at 7510 Decker Drive, Baytown, Texas 77520; and

WHEREAS, the issuance of the above-referenced bonds is expected to advance the Corporation's continued efforts in providing safe, decent, sanitary and affordable housing to residents of its sponsoring political subdivisions, including the City of Baytown; and

WHEREAS, to gain approval of the Texas Attorney General's Office for the issuance of the bonds, the Corporation has asked that the City of Baytown confirm certain information regarding the Corporation and approve the issuance of the bonds; NOW THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BAYTOWN, TEXAS:

Section 1: That the City Council of the City of Baytown, Texas, hereby authorizes and directs the Mayor to execute the General and No Litigation Certificate relating to the issuance of one or more series of tax-exempt obligations by the Corporation in an aggregate principal amount of not more than THIRTY MILLION DOLLARS (\$30,000,000.00) for the benefit of Pillar Piedmont, LP or an affiliate thereof, related to the acquisition, rehabilitation and equipping of an approximately 250-unit multifamily housing development known as Bay Terrace Apartments located at 7510 Decker Drive, Baytown, Texas 77520. Said certificate is attached hereto as Exhibit "A" and incorporated herein for all intents and purposes.

Section 2: This resolution shall take effect immediately from and after its passage by the City Council of the City of Baytown, Texas.

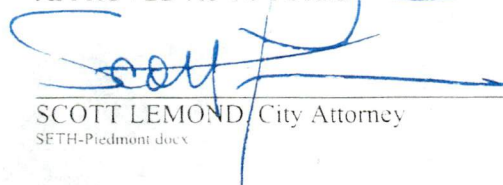
INTRODUCED, READ and PASSED by the affirmative vote of the City Council of the City of Baytown this the 19th day of November, 2024.


BRANDON CAPETILLO, Mayor

ATTEST:


ANGELA JACKSON, City Clerk

APPROVED AS TO FORM:


SCOTT LEMON, City Attorney
SETH-Piedmont.docx

