

April 29, 2024



The Honorable Kevin Benton
Montague County Judge
P.O. Box 475
Montague, Texas 76251

Re: Nortex Housing Finance Corporation
Tax-Exempt Obligations
(Sun Valley Apartments)

Dear Judge Benton:

The Nortex Housing Finance Corporation (the "*Corporation*") will issue tax-exempt obligations in an aggregate principal amount not to exceed \$13,200,420 (the "*Bonds*") 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 development will be located in the City of Wichita Falls, Wichita County, Texas. 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 two (2) copies of the General and No Litigation Certificate (the "*General Certificate*") for execution by you as the County Judge of the County of Montague. 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 General Certificate.**

Page 2
April 29, 2024

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 both signature pages for the General Certificate and return them to me using the enclosed prepaid Federal Express envelope for delivery no later than **June 14, 2024**.

Sincerely,

CHAPMAN AND CUTLER LLP

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

Enclosures

cc: David A. Clark, Executive Director

GENERAL AND NO LITIGATION CERTIFICATE OF MONTAGUE COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Montague 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 \$13,200,420 (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 not currently appointed anyone to act as a member of the board of directors 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.

[Remainder of Page Intentionally Left Blank]

EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

MONTAGUE COUNTY, TEXAS

By 
Judge Kevin Benton

ATTEST

By 
[Deputy] County Clerk



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