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ELTON R. MATHIS
Criminal District Attorney
Waller County

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To: Commissioners Court
From: Elizabeth Dorsey
Date: December 21, 2022
Re: SETH General and No Litigation Certificate

Dear Judge and Commissioners,

The Southeast Texas Housing Finance Corporation (“SETH”) is a group of 20 local governments*, including Waller County, that promotes affordable housing opportunities for low to moderate-income residents. SETH is issuing bonds to acquire and rehabilitate a seniors-only apartment complex in the City of Pasadena. Each governmental entity that is a part of SETH needs to submit a General and No Litigation Certificate, which states that the jurisdiction does not have any pending or threatened litigation that would impact the SETH bonds. As mentioned in the Certificate, Waller County will not be responsible or liable for the bonds SETH issues for this project.

Sincerely,


Elizabeth Dorsey

Assistant District Attorney

*Members of SETH: Austin County, Baytown, Brazoria County, Chambers County, Deer Park, Dickinson, Galveston County, LaMarque, La Porte, League City, Liberty County, Matagorda County, Pasadena, Shoreacres, Santa Fe, Texas City, Tomball, Walker County, Waller County, Wharton County

GENERAL AND NO LITIGATION CERTIFICATE OF WALLER COUNTY

We hereby certify that we are duly elected or appointed and acting officers of Waller 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 multifamily housing revenue bonds entitled "The Southeast Texas Housing Finance Corporation Multifamily Housing Revenue Bonds (The Portofino)" 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 Articles of Incorporation and Bylaws of the Corporation (and all amendments thereto).

3. The County has appointed Commissioner Kendric Jones 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.

[Remainder of Page Intentionally Left Blank]

EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

WALLER COUNTY, TEXAS

By _____
Judge Carbett "Trey" J. Duhon III

ATTEST

By _____
[Deputy] County Clerk

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

STATE OF TEXAS §
COUNTY OF WALLER §

**RESOLUTION AUTHORIZING
COUNTY JUDGE TO SIGN CLOSING DOCUMENTS**

WHEREAS, on November 16, 2022, the Waller County Commissioners Court approved a contract to purchase 0.25 acres of property (property ID 163221; ABS A304100 A-41 Justo Liendo Tract 333-1 Acres .25) adjacent to the County’s Precinct 3 Annex; and

WHEREAS, Waller County and the sellers have signed the Unimproved Property Contract for the transaction.

NOW, THEREFORE, BE IT RESOLVED, that the Commissioners Court of Waller County authorizes County Judge Trey Duhon to sign and execute closing documents on behalf of Waller County.

This Resolution was approved on December 21, 2022.

Carbett “Trey” J. Duhon III
County Judge

John Amsler
Commissioner, Precinct 1

Walter Smith
Commissioner, Precinct 2

Kendric Jones
Commissioner, Precinct 3

Justin Beckendorff
Commissioner, Precinct 4

Attest

Debbie Hollan
County Clerk

Exhibit C

Waller County Courthouse Renovation & Annex Facility

Design-Builder, Architectural & Engineering Services for Phase II thru IV

Additional Design Fees Beyond Exhibit B

1. Business Node (New Courthouse) 56,296 SF Design through Construction Documents to GMP:

- a. Design Fees (BSW): \$1,941,301
- b. Reimbursable Allowance (BSW): \$43,750
- c. Demo Design (BSW): \$30,000
- d. FF&E Design (BSW): \$284,999
- e. Survey (BSW): \$20,990
- f. MEP 3rd Party Review (BSW): \$36,000
- g. Swing Space Design 9,600 SF (BSW): \$145,800
- h. Swing Space FF&E Design (BSW): \$16,200
- i. Swing Space As-Built (BSW): \$9,800
- j. Swing Space Reimbursable Allowance (BSW): \$5,000
- k. Design-Builder Fee of 4.5% of Design Fees (SEDALCO): \$54,530
- l. Less Business Node Tax Notes: <\$1,273,310>
- m. TOTAL: \$1,315,059**

2. Design to Design Development Drawings:

- a. Justice Tower 220,000 SF (BSW): \$4,856,195
- b. Adult Probation 16,612 SF (BSW): \$375,812
- c. Juvenile Probation 12,163 SF (BSW): \$274,446
- d. Maintenance Building 16,274 SF (BSW): \$237,093
- e. P&E 25,607 SF (BSW): \$511,043
- f. OEM Storage 6,318 SF (BSW): \$107,889
- g. Less Justice Node Tax Notes: <\$3,572,550>
- h. Less Maintenance Node Tax Notes: <\$970,500>
- i. Subtotal: \$1,819,427
- j. Design-Builder Fee of 4.5% of Design Fees (SEDALCO): \$81,874
- k. TOTAL: \$1,901,301**

Owner: Waller County

Design Builder: SEDALCO, Inc.

Name: _____

Name: _____

Signature: _____

Signature: _____

Title: _____

Title: _____

Date: _____

Date: _____