

Judge Richard Anderson

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Memo

To: County Judge Jacques L. Blanchette
From: Richard Anderson, General Counsel East Texas Housing Finance Corporation
Re: Longview, Texas Ware Meadows Apartment Renovation
CC: East Texas Housing Finance Corporation Board of Directors
Date: July 7, 2022

Judge, as the General Counsel for the East Texas Housing Finance Corporation (the "Corporation") of which your County is a member, I wanted to advise you as to a multi-family housing project which is to take place in Longview, Gregg County, Texas. This will require approval of the Corporation's Board of Directors in order to finalize this transaction which has been authorized for an allocation of multi-family housing revenue bonds by the State of Texas Bond Review Board.

This transaction is largely developer-driven, and the developer has been working with Hilltop Securities, the Corporation's financial advisor, and Norton Rose Fulbright, the Corporation's Bond Counsel, to complete this transaction. Hopefully, developers will also look to our other counties for future transactions.

The attached General Certificate states that Tyler county is a member of the East Texas Housing Finance Corporation, which was created in 1981, that Tyler county has not created nor joined another housing finance corporation pursuant to Section 394.001 of the Local Government Code, and that no legal action is pending or threatened against Tyler county enjoining the issuance of the bonds by the Corporation. The Fulbright firm wishes to have the County execute the Certificate so that it can be filed with the Attorney General in order to obtain approval of the issuance of the bonds by the Corporation.

As a former County Judge, a principal concern that we always addressed is the fact that these bonds issued by the Corporation are payable solely by the developer with the rental proceeds from the apartment projects, and do not constitute a legal or moral obligation of either the State of Texas, or any city or county which is a member of the Corporation, including Tyler county.

It will be necessary for you to execute a General Certificate for filing with the State of Texas, a copy of which is attached. We will need three (3) executed originals for filing with the State. Please execute these and return to:

Richard M. Anderson
211 W. Austin Street
Marshall, Texas 75670

In addition, with the problem we have been experiencing with the mail, I am requesting that you have your assistant forward a copy to my assistant Patty Parrott, her email address is pparrott@andersonpartners.org electronically concurrently with your mailing. It is not necessary for you to call a meeting of the Commissioners' Court to authorize execution of the Certificate. **We would like to get these Certificates returned to me prior to July 18th.**

This Certificate is similar to one that Tyler county executed in connection with the Corporation's Liberty Arms project that financed the rehabilitation of a multifamily housing project located in Tyler, Texas which closed on April 14, 2022.

Should you have any questions, please do not hesitate to contact me or feel free to reach out to Bob Dransfield at Norton Rose Fulbright (214.855.8068; Robert.dransfield@nortonrosefulbright.com).

Thank you for your assistance in this matter.

GENERAL CERTIFICATE OF TYLER COUNTY

I, the undersigned, the duly elected and acting County Judge of Tyler County, Texas (the "County"), do hereby make and execute this certificate for the benefit of all persons interested in the validity of the proceedings of the East Texas Housing Finance Corporation (the "Corporation") related to the issuance by the Corporation of its "East Texas Housing Finance Corporation Multifamily Housing Revenue Bonds (Ware Meadow Apartments) Series 2022" (the "Bonds"). I certify the following:

1. The Corporation is a public nonprofit corporation duly created as a joint housing finance corporation by resolution adopted by the Commissioners Court of the County in accordance with the laws of the State of Texas, particularly the Texas Housing Finance Corporations Act, Local Government Code, Chapter 394, as amended (the "Act"). The Corporation's Articles of Incorporation were duly filed with the Secretary of State of the State of Texas, as evidenced by a Certificate of Incorporation issued by said office on October 20, 1981, and, such Articles of Incorporation, as amended, remain in full force and effect.

2. The County has approved all amendments to the Corporation's Articles of Incorporation and has not taken any action which would change the structure, organization, programs or activities of the Corporation or which would limit the effectiveness of the resolution adopted by the Corporation authorizing the issuance of the Bonds, or which would otherwise affect the issuance of the Bonds, nor has the County terminated the Corporation.

3. As of all dates on which the Corporation considered or took action with respect to the Bonds, and at all times since, the following persons constituted the officers and members of the Board of Directors of the Corporation:

	Danny Buck Davidson	President	
	Anne S. Yappen	Secretary	
Robert Johnston	Member	Tom Strickland	Member
Kenneth Dickson	Member	Corey Bankhead	Member
Robert Warren	Member	Patsy Marshall	Member
Pat Penn	Member	Joel Hale	Member
Steve Lindley	Member	Andy Vinson	Member
Kevin Pierce	Member	Nathaniel Moran	Member
Bryon Underwood	Member	Brenda Johnson	Member
Mike Lewis	Member	C.D. Woodrome	Member
Richard Manley	Member	Cindy Malouf	Member
Clay Allen	Member	Virgil Holland Jr.	Member
Steve Moore	Member	Debra Holland	Member
Ryan Cawthon	Member		
John Ross Ashley	Member		
Leward LaFleur	Member		

4. Other than the Corporation, the Commissioners Court of the County has not created a joint housing finance corporation in accordance with the Act, nor is there a housing finance corporation that has been created by the County under the Act which has the powers as provided in Section 394.012, Local Government Code, as amended.

5. No litigation is pending against the County, or, to the best of my knowledge, threatened against the County, to restrain or enjoin the issuance or delivery of the Bonds or in any way contesting the right and power of the County, in connection with any action taken by it towards the issuance of the Bonds.

The County hereby authorizes the Office of the Attorney General to date this certificate the date of delivery of its approving opinion, and agrees to notify the Office of the Attorney General of any changes with respect to this certificate that are made between the date of such opinion and the date of closing.

[Remainder of page intentionally left blank]

DELIVERED this _____.

County Judge, Tyler County, Texas