

GENERAL CERTIFICATE OF LOCAL GOVERNMENTAL UNIT

I hereby certify that I am a duly elected or appointed and an acting officer of the City of Shoreacres, Texas (the "*Local Governmental Unit*"). I 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 (Primrose at Pasadena Apartments) in one or more series (the "*Bonds*") in an aggregate amount not to exceed \$16,000,000.

2. The City Counsel (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 Bylaws of the Corporation (and all amendments thereto). The Corporation's Articles of Incorporation have not been amended since March 29, 1983.

3. The officers and directors of the Corporation are currently as follows:

NAME	OFFICE	SPONSORING LOCAL GOVERNMENT
Winnie Corsaro	President	City of Santa Fe
Gary Meyer	First Vice President	Cities of La Marque and Texas City
I.O. Coleman, Jr.	Second Vice President	Wharton County
Pat Muston	Assistant Secretary	City of La Porte
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Daniel Sandoval	Director	City of Baytown
John Towner	Director	Galveston County
E. Rusty Vidrine	Director	City of League City
Milton Whiting	Director	Waller County
Brian Woodward	Director	Walker County
Andy Zumwalt	Director	Brazoria County
	Vacant	City of Shoreacres

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 or borrowers, the proceeds of which are to be used to make home mortgages 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.

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	Vacant	City of Shoreacres

EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW. on 7/12/04

CITY OF SHOREACRES, TEXAS

BY Nancy R. Edmonson
Mayor

ATTEST

By

Title:

Shirley Ait
City Secretary

DO NOT DATE THIS PAGE

Date of this

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OR 7/12/04

CITY OF SHOREACRES, TEXAS

BY

Nancy R. Edman

Mayor

ATTEST

By

Title:

Shawna Telford
City Secretary

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CITY OF SHOREACRES, TEXAS

BY Mary R. Edman
Mayor

ATTEST

By Shirley Tait
Title: City Secretary

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CITY OF SHOREACRES, TEXAS

BY

Nancy R. Edman

Mayor

ATTEST

By

Shirley A. Tait

Title:

City Secretary

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SOUTHEAST TEXAS HOUSING FINANCE CORPORATION

July 1, 2004

Mayor Nancy R. Edmonson
City of Shoreacres
601 Shoreacres Blvd.
Shoreacres, TX 77571

Re: Southeast Texas Housing Finance Corporation's
Multifamily Housing Revenue Bonds
Primrose at Pasadena Apartments
Pasadena, Texas

Dear Mayor Edmonson:

Please find enclosed four (4) copies of the **General Certificate of Local Governmental Unit** which is required to be executed prior to the anticipated issuance of the Southeast Texas Housing Finance Corporation's Multifamily Housing Revenue Bonds for a multifamily property for Seniors in the City of Pasadena, Texas.

In accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, the Southeast Texas Housing Finance Corporation held a public hearing after proper notice at the City Council Chambers of the City of Pasadena on May 20, 2004. There were no comments received at the public hearing nor did anyone submit any written comments.

Please execute all **four copies** and return to our office in the enclosed pre-paid overnight envelope. We respectfully request that we receive all executed documents **no later than July 23, 2004**. If you have any questions, please do not hesitate to contact me directly or you may contact Nell Turk in our office if I am not available.

Please note that as of June 28, 2004 our office address has changed to: 11111 South Sam Houston Parkway East, Houston, Texas, 77089.

Sincerely,

Ron Williams
Executive Director

ENCLOSURES