

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 (Rosemont at Garth Apartments) in one or more series (the "*Bonds*") in an aggregate amount not to exceed \$15,000,000.

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
Pat Muston	First Vice President	City of La Porte
Gary Meyer	Second Vice President	Cities of La Marque and Texas City
John Towner	Assistant Secretary	Galveston County
Bob Allen	Director	City of Pasadena
Carolyn Bilski	Director	Austin County
I.O. Coleman, Jr.	Director	Wharton County
Jerry Cornelius	Director	City of Deer Park
Andrea Greer	Director	City of Dickinson
Rick Ferguson	Director	Chambers County
Hap Harrington	Director	City of Tomball
Leonard Lamar	Director	Matagorda County
Daniel Sandoval	Director	City of Baytown
E. Rusty Vidrine	Director	City of League City
Milton Whiting	Director	Waller County
Brian Woodward	Director	Walker County
Andy Zumwalt	Director	Brazoria County
Joseph Gomer	Director	City of Shoreacres
	Vacant	Liberty County

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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EXECUTED AND DELIVERED AS OF THE DATE SET FORTH BELOW.

CITY OF SHOREACRES, TEXAS

BY *Nancy R. Edmonson*
Nancy R. Edmonson, Mayor

ATTEST

By *Robin Aldridge*
Title: *Acting City Secretary*

DO NOT DATE THIS PAGE

Date of this
Certificate: _____



SOUTHEAST TEXAS HOUSING FINANCE CORPORATION

December 1, 2004

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

Re: Southeast Texas Housing Finance Corporation
Multifamily Housing Revenue Bonds
Rosemont at Garth Apartments
Baytown, 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 in the City of Baytown, 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 Lone Star Room, Baytown Community Center on November 30, 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 December 31, 2004**. If you or your staff have any questions, please do not hesitate to contact my assistant, Nell Turk, or me directly.

Sincerely,

A handwritten signature in cursive script, appearing to read "Ron Williams", written in black ink.

Ron Williams
Executive Director

Enclosures

XC: Mr. Joseph Gomer, board member

Southeast Texas Housing Finance Corporation
Multifamily Tax-Exempt Revenue Bonds
Rosemont at Garth Apartments

Minutes of Public Hearing
Tuesday, November 30, 2004
10:00 a.m.

The public hearing was called to order on Tuesday, November 30, 2004 at 10:00 a.m. at the Lone Star Room, Baytown Community Center located at 2407 Market Street, Baytown, Texas. Ron Williams, Executive Director, presided.

Mr. Williams announced the purpose of the public hearing to be conducted. Mr. Williams noted that the Notice of Public Hearing was published on Sunday, November 14, 2004 in The Houston Chronicle, The Baytown Sun, and The Beaumont Enterprise, which are newspapers of general circulation covering the jurisdiction of Southeast Texas Housing Finance Corporation.


Mr. Williams announced that an Affidavits of Publication of the Notice of the Public Hearing, executed by a representative of The Houston Chronicle, The Baytown Sun, and the Beaumont Enterprise evidencing that the Notice of Public Hearing was so published, had been received.

Mr. Williams requested that a copy of the Affidavits of Publication be placed in the program file. Mr. Williams also noted that the Notice of Public Hearing solicited written comments, and announced that no written comments had been received.

There was no one in attendance.

Mr. Williams noted that the Report of the Public Hearing would state that no one appeared to ask questions or give statements or comments.

CERTIFIED TO BE A TRUE AND CORRECT COPY

By: 
Ron Williams,
Executive Director

Date: November 30, 2004

Southeast Texas Housing Finance Corporation

Multifamily Tax-Exempt Revenue Bonds

Rosemont at Garth Apartments

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Ron Williams,
Executive Director

Date: November 30, 2004