



Tennessee Housing Development Agency

404 James Robertson Parkway, Suite 1200

Nashville, Tennessee 37243-0900

615/815-2200

Ted R. Fellman
Executive Director

Writer's Phone Number:
615-815-2200

Writer's Fax Number:
615-564-2700

MEMORANDUM

TO: All interested parties

FROM: Multifamily Development Division

SUBJECT: Attachments 17, 21, and 26 to the 2010 LIHTC Initial Application / 2010 Section 1602 Phase II Application

DATE: March 12, 2010

The following documents are Attachments 17, 21, and 26 to the 2010 LIHTC Initial Application / 2010 Section 1602 Phase II Application.

Attachment 17 A or B (as applicable) should be included with 2010 competitive LIHTC Initial Applications that wish to be considered eligible for the Non-Profit Set-Aside. Attachment 17 does not apply with regard to 2010 Section 1602 Phase II Applications.

Attachment 21 should be included with 2010 competitive LIHTC Initial Applications that wish to be considered eligible for acquisition credit. Attachment 21 does not apply with regard to 2010 Section 1602 Phase II Applications.

Attachment 26 A or B (as applicable) should be included with 2010 competitive LIHTC Initial Applications that wish to be considered eligible for the Public Housing Authority Set-Aside *without HOPE VI*. Attachment 26 does not apply with regard to 2010 Section 1602 Phase II Applications.

**2010 LIHTC ATTACHMENT 17A: CERTIFICATE
REGARDING QUALIFICATION FOR THE NON-PROFIT SET-ASIDE
(WHEN NONPROFIT IS THE SOLE GENERAL PARTNER
OR SOLE MANAGING MEMBER OF DEVELOPMENT OWNER)**

(date)

Development Name: _____ (the "Development")

Development Address: _____

Ownership Entity: _____ (the "Development Owner")

Non-profit: _____ (the "Nonprofit")

Under penalty of perjury, the undersigned, _____, hereby certifies as follows:

1. I am the _____ of Nonprofit and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below).
2. This Certificate is provided with respect to the status of Nonprofit as a qualified nonprofit organization, as defined in Section 42(h)(5) of the Internal Revenue Code of 1986, as amended (the "Code") and in the Tennessee Housing Development Agency Low Income Housing Tax Credit Qualified Allocation Plan for 2010 (the "QAP") in connection with an Initial Application of even date herewith (the "Initial Application") submitted to THDA requesting an allocation of 2010 Low Income Housing Tax Credits ("Tax Credits") for the Development from the Non-Profit Set-Aside pursuant to the Code and the QAP (the "Non-Profit Set-Aside").
3. I acknowledge that, under Tennessee Code Annotated, Section 13-23-133, it is a Class E felony for any person to knowingly make, utter or publish a false statement of substance for the purpose of influencing THDA to allow participation in any of its programs, including the Low Income Housing Tax Credit Program (the "Tax Credit Program"). I further acknowledge that the statements contained in this Certificate are statements of substance made for the purpose of influencing THDA to allow participation in the Tax Credit Program by awarding Low Income Housing Tax Credits to the Development as proposed in the Initial Application of which this Certificate is a part.
4. I have been involved in the preparation of the Initial Application and intend to submit the Initial Application, including this Certificate, to THDA for the purpose of participating in the Tax Credit Program.
5. I acknowledge and agree that the truthfulness and accuracy of the statements contained in this Certificate will be solely relied upon by THDA in determining whether the Development, as proposed in the Initial Application, is eligible for an award of Tax Credits from the Non-Profit Set-Aside.
6. All disclosures and statements contained in the Initial Application are true and correct.
7. Check the box that applies:
 - Nonprofit [owns all of the general partnership interests/is the sole managing member] of Development Owner.
 - Nonprofit will, prior to the reservation of Tax Credits, [own all of the general partnership interests/be the sole managing member] of the Development Owner; however, Development Owner has not yet been formed.
8. Nonprofit was organized under the laws of the State of _____ on _____ and is currently existing under the laws of such state.
9. Check the box that applies, complete required information and attach required documentation:
 - Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Nonprofit from the Tennessee Secretary of State dated not more than thirty (30) days prior to the date of the Initial Application.
 - Attached hereto as collective Exhibit A is a true, correct, and complete certificate of existence for Nonprofit from the Secretary of State of _____, the state in which Nonprofit was organized, together with other documentation from such Secretary of State indicating that Nonprofit is in good standing under the laws of such state and a certificate from the Tennessee Secretary of State indicating that Nonprofit is qualified to do business in Tennessee, all dated not more than thirty (30) days prior to the date of the Initial Application.
10. Attached hereto as Exhibit B is a true, correct, and complete copy of the determination letter dated _____ from the Internal Revenue Service issued to Nonprofit indicating that Nonprofit is recognized as an organization

described in [Section 501(c)(3)/Section 501(c)(4)] of the Code and is exempt from federal income tax under Section 501(a) of the Code (the "Determination Letter").

11. The Determination Letter has not been modified or revoked.
12. At all times since the date of the Determination Letter, Nonprofit has operated in a manner consistent with all requirements for continuing its tax-exempt status.
13. Since the date of the Determination Letter, no event has occurred and Nonprofit has not participated in any transaction or business activity that might cause Nonprofit to fail to meet all requirements for continuing its tax-exempt status.
14. Since the date of the Determination Letter, Nonprofit has not received any notice or communication from the Internal Revenue Service raising any issue regarding or questioning in any way the tax exempt status of Nonprofit.
15. Nonprofit was not formed by one or more individuals or for-profit entities for the principal purpose of being included in the Non-Profit Set-Aside.
16. Nonprofit is not controlled by any for-profit entity.
17. Nonprofit is not affiliated with any for-profit entity, except Development Owner.
18. No staff members, officers or members of the board of directors of Nonprofit will materially participate, directly or indirectly, in the Development as or through a for-profit entity, except through Development Owner.
19. One of the exempt purposes of Nonprofit is the fostering of low-income housing.
20. Attached hereto as Exhibit C is a true, correct, and complete copies of the Articles of Incorporation, Charter and By-Laws of Nonprofit, all of which demonstrate that one of the exempt purposes of Nonprofit is the fostering of low-income housing.
21. Nonprofit has been continuously engaged in the business of developing and building low-income rental housing in Tennessee since at least January 1, 2008.
22. Nonprofit is authorized to and will materially participate (within the meaning of Section 469(h) of the Code) in the development and operation of the Development throughout the compliance period.
23. Nonprofit will participate in the development and operation of the Development on a regular, substantial and continuous basis through the following activities (*list all activities Nonprofit will undertake in connection with the development and operation of the Development*):

24. Check the box that applies and provide the required information:
 - The existing partnership agreement of Development Owner and/or the existing operating agreement for the Development, true, correct and complete copies of which are attached as Exhibit D, do not provide for other [general partners/managing members] of Development Owner.
 - The proposed partnership agreement of Development Owner and/or the proposed operating agreement for the Development, true, correct and complete forms of which are attached as Exhibit D, will not provide for other [general partners/managing members] of Development Owner.

(signature)

(type or print name)

THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY
IN HIS/HER INDIVIDUAL CAPACITY

**2010 LIHTC ATTACHMENT 17B: CERTIFICATE
REGARDING QUALIFICATION FOR THE NON-PROFIT SET-ASIDE
(WHEN NONPROFIT(S) FORMED A CORPORATION TO BE
SOLE GENERAL PARTNER OR MANAGING MEMBER OF OWNERSHIP ENTITY)**

(date)

Development Name: _____ (the "Development")

Development Address: _____

Ownership Entity: _____ (the "Development Owner")

Non-profit: _____ (the "Nonprofit")

Corporation: _____ (the "Corporation")

Under penalty of perjury, the undersigned, _____, hereby certifies as follows:

1. I am the _____ of Nonprofit and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below).
2. This Certificate is provided with respect to the status of Nonprofit as a qualified nonprofit organization, as defined in Section 42(h)(5) of the Internal Revenue Code of 1986, as amended (the "Code") and in the Tennessee Housing Development Agency Low Income Housing Tax Credit Qualified Allocation Plan for 2010 (the "QAP") and the status of Corporation as a "qualified corporation" under Section 42(h)(5)(D) of the Code in connection with an Initial Application of even date herewith (the "Initial Application") submitted to THDA requesting an allocation of 2010 Low Income Housing Tax Credits ("Tax Credits") for the Development from the Non-Profit Set-Aside pursuant to the Code and the QAP (the "Non-Profit Set-Aside").
3. I acknowledge that, under Tennessee Code Annotated, Section 13-23-133, it is a Class E felony for any person to knowingly make, utter or publish a false statement of substance for the purpose of influencing THDA to allow participation in any of its programs, including the Low Income Housing Tax Credit Program (the "Tax Credit Program"). I further acknowledge that the statements contained in this Certificate are statements of substance made for the purpose of influencing THDA to allow participation in the Tax Credit Program by awarding Low Income Housing Tax Credits to the Development as proposed in the Initial Application of which this Certificate is a part.
4. I have been involved in the preparation of the Initial Application and intend to submit the Initial Application, including this Certificate, to THDA for the purpose of participating in the Tax Credit Program.
5. I acknowledge and agree that the truthfulness and accuracy of the statements contained in this Certificate will be solely relied upon by THDA in determining whether the Development, as proposed in the Initial Application, is eligible for an award of Tax Credits from the Non-Profit Set-Aside.
6. All disclosures and statements contained in the Initial Application are true and correct.
7. Check the box that applies and complete required information:
 - Nonprofit owns 100% of the stock in Corporation and Corporation [owns all of the general partnership interests/is the sole managing member] of Development Owner.
 - Nonprofit owns 100% of the stock in Corporation and Corporation will, prior to the reservation of Tax Credits, [own all of the general partnership interests/be the sole managing member] of the Development Owner; however, Development Owner has not yet been formed.
8. Nonprofit is not authorized to and will not transfer any stock in Corporation to any person or entity who is not a qualified nonprofit as defined in Section 42(h)(5) of the Code and in the QAP.
9. Nonprofit was organized under the laws of the State of _____ on _____ and is currently existing under the laws of such state.
10. Check the box that applies, complete required information and attach required documentation:

- Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Nonprofit from the Tennessee Secretary of State dated not more than thirty (30) days prior to the date of the Initial Application.
- Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Nonprofit from the Secretary of State of _____, the state in which Nonprofit was organized, together with other documentation from such Secretary of State indicating that Nonprofit is in good standing under the laws of such state and a certificate from the Tennessee Secretary of State indicating that Nonprofit is qualified to do business in Tennessee, all dated not more than thirty (30) days prior to the date of the Initial Application.

11. Attached hereto as Exhibit B is a true, correct, and complete copy of the determination letter dated _____ from the Internal Revenue Service issued to Nonprofit indicating that Nonprofit is recognized as an organization described in [Section 501(c)(3)/Section 501(c)(4)] of the Code and is exempt from federal income tax under Section 501(a) of the Code (the "Determination Letter").

12. The Determination Letter has not been modified or revoked.

13. At all times since the date of the Determination Letter, Nonprofit has operated in a manner consistent with all requirements for continuing its tax-exempt status.

14. Since the date of the Determination Letter, no event has occurred and Nonprofit has not participated in any transaction or business activity that might cause Nonprofit to fail to meet all requirements for continuing its tax-exempt status.

15. Since the date of the Determination Letter, Nonprofit has not received any notice or communication from the Internal Revenue Service raising any issue regarding or questioning in any way the tax exempt status of Nonprofit.

16. Nonprofit was not formed by one or more individuals or for-profit entities for the principal purpose of being included in the Non-Profit Set-Aside.

17. Nonprofit is not controlled by any for-profit entity.

18. Nonprofit is not affiliated with any for-profit entity, except Corporation and Development Owner.

19. No staff members, officers or members of the board of directors of Nonprofit will materially participate, directly or indirectly, in the Development as or through a for-profit entity, except through Corporation and Development Owner.

20. One of the exempt purposes of Nonprofit is the fostering of low-income housing.

21. Attached hereto as Exhibit C is a true, correct, and complete copies of the Articles of Incorporation, Charter and By-Laws of Nonprofit, all of which demonstrate that one of the exempt purposes of Nonprofit is the fostering of low-income housing.

22. Nonprofit has been continuously engaged in the business of developing and building low-income rental housing in Tennessee since at least January 1, 2008.

23. Nonprofit is authorized to own 100% of the stock of Corporation for the purpose of materially participating (within the meaning of Section 469(h) of the Code), and, through the Corporation, will materially participate in the development and operation of the Development throughout the compliance period.

24. Corporation is authorized to and will materially participate in the development and operation of the Development on a regular, substantial and continuous basis through the following activities (*list all activities Corporation will undertake in connection with the development and operation of the Development*):

25. Corporation was organized under the laws of the State of _____ on _____ and is currently existing under the laws of such state.

26. Check the box that applies, complete required information and attach required documentation:

- Attached hereto as Exhibit D is a true, correct, and complete certificate of existence for Corporation from the Tennessee Secretary of State dated not more than thirty (30) days prior to the date of the Initial Application.

- Attached hereto as Exhibit D is a true, correct, and complete certificate of existence for Corporation from the Secretary of State of _____, the state in which Corporation was organized, together with other documentation from such Secretary of State indicating that Corporation is in good standing under the laws of such state and a certificate from the Tennessee Secretary of State indicating that Corporation is qualified to do business in Tennessee, all dated not more than thirty (30) days prior to the date of the Initial Application.

27. One hundred percent (100%) of the stock of Corporation is owned by Nonprofit.

28. Check the box that applies and provide the required information:

- The existing partnership agreement of Development Owner and/or the existing operating agreement for the Development, true, correct and complete copies of which are attached as Exhibit E, do not provide for other [general partners/managing members] of Development Owner.
- The proposed partnership agreement of Development Owner and/or the proposed operating agreement for the Development, true, correct and complete forms of which are attached as Exhibit E, will not provide for other [general partners/managing members] of Development Owner.

(signature)

(type or print name)

**THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY
IN HIS/HER INDIVIDUAL CAPACITY**

**2010 LIHTC ATTACHMENT 21: CERTIFICATE
REGARDING ACQUISITION CREDITS**

Development Name: _____ (the "Development")
Development Address: _____
Development Owner: _____ (the "Development Owner")
Seller: _____ (the "Seller")

Under penalty of perjury, the undersigned, _____, hereby certifies as follows:

1. Check applicable box and provide all required information:

- I [am/will be] the [general partner/managing member] of Development Owner and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below). *[check this box if the person signing this certificate is or will be a general partner or managing member of Development Owner]*
- I am the _____ of _____ which [is/will be] the [general partner/managing member] of Development Owner and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below). *[check this box and complete the required information if the person signing this certificate is an officer, member or partner of an existing entity that is or will be a general partner or managing member of Development Owner]*
- I am the _____ of _____ which [is/will be] the _____ of the [general partner/managing member] of Development Owner and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below). *[check this box and complete the required information if the person signing this certificate is an officer, member or partner of an entity that is or will be the general partner or managing member of an entity that is or will be the general partner or managing member of Development Owner]*

2. This Certificate is provided in connection with an Initial Application of even date herewith (the "Initial Application") submitted to THDA requesting an allocation of 2010 Low Income Housing Tax Credits ("Tax Credits") for the acquisition of the Development pursuant to Section 42 of the Internal Revenue Code of 1986, as amended (the "Code") and the Tennessee Housing Development Agency Low Income Housing Tax Credit Qualified Allocation Plan for 2010 (the "QAP").

3. I acknowledge that, under Tennessee Code Annotated, Section 13-23-133, it is a Class E felony for any person to knowingly make, utter or publish a false statement of substance for the purpose of influencing THDA to allow participation in any of its programs, including the Low Income Housing Tax Credit Program (the "Tax Credit Program"). I further acknowledge that the statements contained in this Certificate are statements of substance made for the purpose of influencing THDA to allow participation in the Tax Credit Program by awarding Low Income Housing Tax Credits to the Development as proposed in the Initial Application of which this Certificate is a part.

4. I have been involved in the preparation of the Initial Application and intend to submit the Initial Application, including this Certificate, to THDA for the purpose of participating in the Tax Credit Program.

5. I acknowledge and agree that the truthfulness and accuracy of the statements contained in this Certificate will be solely relied upon by THDA in determining whether the Development, as proposed in the Initial Application, is eligible for an award of Tax Credits for acquisition.

6. All disclosures and statements contained in the Initial Application are true and correct.

7. Development Owner anticipates acquiring by purchase (as defined in Section 179(d)(2) of the Code) all buildings in the Development on or after _____ (the "Acquisition Date").

8. Check the box that applies:

- Development Owner will acquire the Development from Seller, who is not related, directly or indirectly, to Development Owner or [general partner/managing member] of Development Owner.
- Development Owner will acquire the Development from Seller and Seller is related to Development Owner or [general partner/managing member] of Development Owner, however, no such related parties have both a direct or indirect ownership interest of 50% or more in Development Owner and a direct or indirect ownership interest of 50% or more in Seller.

9. Seller has owned the Development since _____.

10. Check the boxes that apply:

- On the Acquisition Date, at least ten (10) years will have elapsed since the date all buildings in the Development were last placed in service.
- The requirement that at least ten (10) years must elapse between the Acquisition Date and the date all buildings in the Development were last placed in service does not apply because (*check the box that applies*):
 - Waivers have been obtained under Section 42(d)(6) of the Code for each affected building in the Development and a true, correct and complete copy of each waiver is attached hereto as Exhibit A.
 - All buildings in the Development are substantially assisted, financed or operated under Section 8 of the Housing Act of 1937.
 - All buildings in the Development are substantially assisted, financed or operated under section 221(d)(3) or section 221(d)(4) or section 236 of the National Housing Act.
 - All buildings in the Development are substantially assisted, financed or operated under section 515 of the Housing Act of 1949.
 - All buildings in the Development are substantially assisted, financed or operated under any other housing program administered by the U.S. Department of Housing and Urban Development.
 - All buildings in the Development are substantially assisted, financed or operated under any other housing program administered by the Rural Housing Service of the U.S. Department of Agriculture.

11. None of the buildings in the Development were previously placed in service by the Development Owner or any person related to Development Owner.

(signature)

(type or print name)

**THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY
IN HER/HIS INDIVIDUAL CAPACITY**

**2010 LIHTC ATTACHMENT 26A: CERTIFICATE
REGARDING QUALIFICATION FOR
PUBLIC HOUSING AUTHORITY SET-ASIDE WITHOUT HOPE VI
(WHEN PUBLIC HOUSING AUTHORITY IS THE
SOLE GENERAL PARTNER OR SOLE MANAGING MEMBER OF OWNERSHIP ENTITY)**

(date)

Development Name: _____ (the "Development")

Development Address: _____

Ownership Entity: _____ (the "Development Owner")

Public Housing Authority: _____ (the "PHA")

Under penalty of perjury, the undersigned, _____, hereby certifies as follows:

1. I am the _____ of the PHA and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below).
2. This Certificate is provided with respect to the status of PHA as a qualified public housing authority, as defined in the Tennessee Housing Development Agency Low Income Housing Tax Credit Qualified Allocation Plan for 2010 (the "QAP") in connection with an Initial Application of even date herewith (the "Initial Application") submitted to THDA requesting an allocation of 2010 Low Income Housing Tax Credits ("Tax Credits") for the Development from the PHA Set-Aside pursuant to the QAP (the "PHA Set-Aside").
3. I acknowledge that, under Tennessee Code Annotated, Section 13-23-133, it is a Class E felony for any person to knowingly make, utter or publish a false statement of substance for the purpose of influencing THDA to allow participation in any of its programs, including the Low Income Housing Tax Credit Program (the "Tax Credit Program"). I further acknowledge that the statements contained in this Certificate are statements of substance made for the purpose of influencing THDA to allow participation in the Tax Credit Program by awarding Low Income Housing Tax Credits to the Development as proposed in the Initial Application of which this Certificate is a part.
4. I have been involved in the preparation of the Initial Application and intend to submit the Initial Application, including this Certificate, to THDA for the purpose of participating in the Tax Credit Program.
5. I acknowledge and agree that the truthfulness and accuracy of the statements contained in this Certificate will be solely relied upon by THDA in determining whether the Development, as proposed in the Initial Application, is eligible for an award of Tax Credits from the PHA Set-Aside.
6. All disclosures and statements contained in the Initial Application are true and correct.
7. PHA is duly created and validly existing under the Housing Authorities Law, Tennessee Code Annotated Section 13-23-101 et seq. (the "Act").
8. The Development proposed in the Initial Application is within the geographic area of the PHA's jurisdiction.
9. Check the box that applies:
 - PHA [owns all of the general partnership interests/is the sole managing member] of Development Owner.
 - PHA will, prior to the reservation of Tax Credits, [own all of the general partnership interests/be the sole managing member] of the Development Owner; however, Development Owner has not yet been formed.
10. PHA is not controlled by any for-profit entity.
11. PHA is not affiliated with any for-profit entity, except Development Owner.

- 12. No staff members, officers or members of the board of directors of PHA will materially participate, directly or indirectly, in the Development as or through a for-profit entity, except through Development Owner.
- 13. PHA is authorized to and will materially participate (within the meaning of Section 469(h) of the Code) in the development and operation of the Development throughout the compliance period.
- 14. PHA will participate in the development and operation of the Development on a regular, substantial and continuous basis through the following activities (*list all activities PHA will undertake in connection with the development and operation of the Development*):

- 15. Check the box that applies and provide the required information:
 - The existing partnership agreement of Development Owner and/or the existing operating agreement for the Development, true, correct and complete copies of which are attached as Exhibit A, do not provide for other [general partners/managing members] of Development Owner.
 - The proposed partnership agreement of Development Owner and/or the proposed operating agreement for the Development, true, correct and complete forms of which are attached as Exhibit A, will not provide for other [general partners/managing members] of Development Owner.

(signature)

(type or print name)

**THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY
IN HIS/HER INDIVIDUAL CAPACITY**

**2010 LIHTC ATTACHMENT 26B: FORM OF CERTIFICATION
REGARDING QUALIFICATION FOR
PUBLIC HOUSING AUTHORITY SET-ASIDE WITHOUT HOPE VI
(WHEN PUBLIC HOUSING AUTHORITY FORMED A CORPORATION TO BE
SOLE GENERAL PARTNER OR MANAGING MEMBER OF OWNERSHIP ENTITY)**

(date)

Development Name: _____ (the "Development")

Development Address: _____

Ownership Entity: _____ (the "Development Owner")

Public Housing Authority: _____ (the "PHA")

Corporation: _____ (the "Corporation")

Under penalty of perjury, the undersigned, _____, hereby certifies as follows:

1. I am the _____ of the PHA and, as such, I have direct knowledge of the matters contained in this Certificate and am duly authorized to provide the certifications and representations contained herein to the Tennessee Housing Development Agency ("THDA") in connection with the Initial Application (as defined below).
2. This Certificate is provided with respect to the status of PHA as a qualified public housing authority, as defined in the Tennessee Housing Development Agency Low Income Housing Tax Credit Qualified Allocation Plan for 2010 (the "QAP") and the status of Corporation in connection with an Initial Application of even date herewith (the "Initial Application") submitted to THDA requesting an allocation of 2010 Low Income Housing Tax Credits ("Tax Credits") for the Development from the PHA Set-Aside pursuant to the QAP (the "PHA Set-Aside").
3. I acknowledge that, under Tennessee Code Annotated, Section 13-23-133, it is a Class E felony for any person to knowingly make, utter or publish a false statement of substance for the purpose of influencing THDA to allow participation in any of its programs, including the Low Income Housing Tax Credit Program (the "Tax Credit Program"). I further acknowledge that the statements contained in this Certificate are statements of substance made for the purpose of influencing THDA to allow participation in the Tax Credit Program by awarding Low Income Housing Tax Credits to the Development as proposed in the Initial Application of which this Certificate is a part.
4. I have been involved in the preparation of the Initial Application and intend to submit the Initial Application, including this Certificate, to THDA for the purpose of participating in the Tax Credit Program.
5. I acknowledge and agree that the truthfulness and accuracy of the statements contained in this Certificate will be solely relied upon by THDA in determining whether the Development, as proposed in the Initial Application, is eligible for an award of Tax Credits from the PHA Set-Aside.
6. All disclosures and statements contained in the Initial Application are true and correct.
7. PHA was duly created and is validly existing under the Housing Authorities Law, Tennessee Code Annotated Section 13-23-101 et seq. (the "Act").
8. The Development proposed in the Initial Application is within the geographic area of the PHA's jurisdiction.
9. Check the box that applies and complete required information:
 - PHA owns 100% of the stock in Corporation and Corporation [owns all of the general partnership interests/is the sole managing member] of Development Owner.
 - PHA owns 100% of the stock in Corporation and Corporation will, prior to the reservation of Tax Credits, [own all of the general partnership interests/be the sole managing member] of the Development Owner; however, Development Owner has not yet been formed.

- 10. PHA is not authorized to and will not transfer any stock in Corporation to any person or entity who is not a qualified PHA as defined in the QAP.
- 11. PHA is not controlled by any for-profit entity.
- 12. PHA is not affiliated with any for-profit entity, except Corporation and Development Owner.
- 13. No staff members, officers or members of the board of directors of PHA will materially participate, directly or indirectly, in the Development as or through a for-profit entity, except through Corporation and Development Owner.
- 14. PHA is authorized to own 100% of the stock of Corporation for the purpose of materially participating (within the meaning of Section 469(h) of the Code) and, through the Corporation, will materially participate, in the development and operation of the Development throughout the compliance period.
- 15. Corporation is authorized to and will materially participate in the development and operation of the Development on a regular, substantial and continuous basis through the following activities (*list all activities Corporation will undertake in connection with the development and operation of the Development*):

16. Corporation was organized under the laws of the State of _____ on _____ and is currently existing under the laws of such state.

- 17. Check the box that applies, complete required information and attach required documentation:
 - Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Corporation from the Tennessee Secretary of State dated not more than thirty (30) days prior to the date of the Initial Application.
 - Attached hereto as Exhibit A is a true, correct, and complete certificate of existence for Corporation from the Secretary of State of _____, the state in which Corporation was organized, together with other documentation from such Secretary of State indicating that Corporation is in good standing under the laws of such state and a certificate from the Tennessee Secretary of State indicating that Corporation is qualified to do business in Tennessee, all dated not more than thirty (30) days prior to the date of the Initial Application.

18. One hundred percent (100%) of the stock of Corporation is owned by PHA.

- 19. Check the box that applies and provide the required information:
 - The existing partnership agreement of Development Owner and/or the existing operating agreement for the Development, true, correct and complete copies of which are attached as Exhibit B, do not provide for other [general partners/managing members] of Development Owner.
 - The proposed partnership agreement of Development Owner and/or the proposed operating agreement for the Development, true, correct and complete forms of which are attached as Exhibit B, will not provide for other [general partners/managing members] of Development Owner.

(signature)

(type or print name)

**THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY
IN HIS/HER INDIVIDUAL CAPACITY**