

## **Exhibit “H”**

# **WASHINGTON STATE HOUSING FINANCE COMMISSION LOW-INCOME HOUSING TAX CREDIT PROGRAM CERTIFICATIONS**

1. Certification Regarding Financial Solvency and Litigation Status
2. Resolution Granting Signature Authority for Corporations
3. Consent Granting Signature Authority for Partnerships And Limited Liability Companies
4. Certification of Ability to Contribute Equity to the Project
5. Certification Regarding Acquisition Credit
6. Certification of Consistency with the Ten Year Plan to End Homelessness

**(1) CERTIFICATION  
REGARDING FINANCIAL SOLVENCY AND LITIGATION  
STATUS**

PROJECT NAME: \_\_\_\_\_ TC or OID # \_\_\_\_\_

This certification must be completed by each of the following:  
the Applicant, each Developer (if a different legal entity than the Applicant),  
each General Partner, each Managing Member<sup>1</sup>, each Company Member<sup>1</sup>, each Company  
Manager<sup>1</sup> and each party to a Joint Venture, if applicable.

I, the Undersigned, being first duly sworn, hereby represent and certify under penalties of perjury that the information contained in this statement, including any attachments hereto, is true, correct, and complete. I further certify that I have the requisite authority to execute this certification.

I am executing this certification as the:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Applicant                | <input type="checkbox"/> Developer      | <input type="checkbox"/> General Partner |
| <input type="checkbox"/> Managing Member          | <input type="checkbox"/> Company Member | <input type="checkbox"/> Company Manager |
| <input type="checkbox"/> Party to a Joint Venture | <input type="checkbox"/> Transferee     |  |

\_\_\_\_\_  
Name

\_\_\_\_\_  
Type of entity (e.g., Limited Partnership, Limited Liability Company, corporation, individual)

\_\_\_\_\_  
State of incorporation or formation

\_\_\_\_\_  
If executed as a General Partner, Managing Member, Company Member, Company Manager or party to a Joint Venture, identify the Partnership, Limited Liability Company or Joint Venture

The above entity (check all that apply):

- has not filed a voluntary petition under federal or state bankruptcy laws.
- has not had a petition in bankruptcy filed against them that remained un-dismissed for ninety (90) days.

<sup>1</sup> If the Applicant is a Limited Liability Company that has one or more Managing Members, provide the information requested for each Company Manager (including each Managing Member). If the Applicant is a Limited Liability Company that has no Managing Members, provide the information requested for each Company Member and any Company Manager.

- has not made an assignment of all or a part of their assets for the benefit of a creditor.
- has not had a receiver or trustee appointed to administer all or a part of their assets.
- has not had all or a part of their assets seized by a judgment creditor.
- has not been a defendant in a foreclosure action or transferred an interest in real property by virtue of a deed in lieu of foreclosure.
- has no knowledge of any pending or threatened lawsuit(s) or claim(s) which have been raised against them.
- has not been considered to be in default in meeting federal, state or local requirements with regard to a low-income housing tax credit project in Washington or any other jurisdiction by a lender or financier, investor or federal, state or local governmental agency.
- has not been investigated, audited or examined by the Internal Revenue Service, Rural Housing Services (i.e., Farmers Home Administration) or U.S. Department of Housing and Urban Development.

For any of the above that you have not checked, attach an explanation describing the circumstances, resolution and current status.

I further agree that I will notify the Washington State Housing Finance Commission of any changes in the situation or circumstances of the entity identified above which alters any of the certifications contained herein.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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Name of entity or individual submitting this certification

By (sign): \_\_\_\_\_

Its: \_\_\_\_\_

Name (print): \_\_\_\_\_

Title:

SUBSCRIBED AND SWORN before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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NOTARY PUBLIC in and for the State of \_\_\_\_\_,

residing at \_\_\_\_\_.

My commission expires \_\_\_\_\_.

**(2) RESOLUTION GRANTING SIGNATURE AUTHORITY  
FOR CORPORATIONS**

PROJECT NAME: \_\_\_\_\_ TC or OID # \_\_\_\_\_

I, \_\_\_\_\_, hereby certify that I am the duly elected and qualified  
\_\_\_\_\_ secretary  
of \_\_\_\_\_, a \_\_\_\_\_ corporation ("Corporation"),  
that the following is a true and complete copy of resolutions adopted at a meeting of the board of directors  
of the Corporation held on \_\_\_\_\_, \_\_\_\_\_ and that these resolutions have not been  
or amended and are presently in full force and effect:

RESOLVED, the Corporation hereby approves the execution, delivery, and performance of the  
Application, the Credit Reservation Contract, the Carryover Allocation Contract, the Regulatory  
Agreement (Extended Use Agreement), and any and all other documents to which the  
Corporation and the Washington State Housing Finance Commission ("Commission") are parties  
with regard to the

\_\_\_\_\_ Project (collectively, the "Tax Credit Program Documents"); and

FURTHER RESOLVED, the parties whose names are set forth on the attached Exhibit "A" have  
all right, authority, and authorization to enter into and execute the Tax Credit Program  
Documents on behalf of the Corporation, and the Commission shall have the right to rely on the  
Exhibit "A" list until such time as the Commission receives written notice from the Corporation  
terminating or modifying such list; and

FURTHER RESOLVED, except as otherwise specifically defined, capitalized terms used in  
these Resolutions shall have the meanings set forth in the Commission's Tax Credit Program.

IN WITNESS WHEREOF, I have executed this Resolution Granting Signature Authority on

\_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_, Secretary



**(3) CONSENT GRANTING SIGNATURE AUTHORITY  
FOR PARTNERSHIPS AND LIMITED LIABILITY COMPANIES**

\_\_\_\_\_ ("Applicant/Owner") hereby takes the actions set forth below (as permitted by applicable state law and/or Applicant/Owner's articles, bylaws, or other documents of governance) by written consent of the undersigned (i) General Partner(s), if the Applicant/Owner is a Partnership; or (ii) the Company Manager(s) and/or Company Member(s) if the Applicant/Owner is a Limited Liability Company:

1. The undersigned hereby approve of the Applicant/Owner's execution, delivery, and performance of the Application, the Credit Reservation Contract, the Carryover Allocation Contract, the Regulatory Agreement (Extended Use Agreement), and any and all other documents to which Applicant/Owner and the Washington State Housing Finance Commission ("Commission") are parties with regard to the \_\_\_\_\_ Project (collectively, the "Tax Credit Program Documents"); and \_\_\_\_\_

2. The parties whose names are set forth on the attached Exhibit "A" have all right, authority, and authorization to enter into and execute the Tax Credit Program Documents on behalf of the Applicant/Owner and the Commission shall have the right to rely on the Exhibit "A" list until such time as the Commission receives written notice from the Applicant/Owner terminating or modifying such list;

The Applicant/Owner and each of the undersigned hereby represent and warrant that the undersigned are all of the parties that must execute this Action by Consent Regarding Authorization and Authority in order for it to be fully binding and effective.

Except as otherwise defined herein, capitalized terms shall have the meanings set forth in the Commission's Tax Credit Program.

EFFECTIVE this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

By (print): _____	Its/a: _____
By (sign): _____	
Name (print): _____	Date: _____
Title (print): _____	
By (print): _____	Its/a: _____
By (sign): _____	
Name (print): _____	Date: _____
Title (print): _____	
By (print): _____	Its/a: _____
By (sign): _____	
Name (print): _____	Date: _____
Title (print): _____	



**(4) CERTIFICATION  
OF ABILITY TO CONTRIBUTE EQUITY TO THE PROJECT**

PROJECT NAME: \_\_\_\_\_ TC or OID # \_\_\_\_\_

This certification must be completed by each party which is demonstrating its ability to contribute equity to: (check one or both, as applicable)

- use as part of the Project's permanent financing (i.e., this excludes construction or bridge financing or equity from Credit); and/or
- use the Credit itself and not syndicate the Project.

For the purposes of this certification, "Net Worth" means the difference between the Undersigned's assets at current fair market value, excluding its interest in the Project, less its liabilities.

I, the Undersigned, being first duly sworn, hereby represent and certify under penalties of perjury that the information contained in this statement, including any attachments hereto, is true, correct, and complete. I further certify that I have the requisite authority to execute this certification.

I am executing this certification as the:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Applicant                | <input type="checkbox"/> Developer      | <input type="checkbox"/> General Partner |
| <input type="checkbox"/> Managing Member          | <input type="checkbox"/> Company Member | <input type="checkbox"/> Company Manager |
| <input type="checkbox"/> Party to a Joint Venture | <input type="checkbox"/> Transferee     |  |

\_\_\_\_\_  
Name

\_\_\_\_\_  
Type of entity (e.g., Limited Partnership, Limited Liability Company, corporation, individual)

\_\_\_\_\_  
State of incorporation or formation

\_\_\_\_\_  
If executed as a General Partner, Managing Member, Company Member, Company Manager or party to a Joint Venture, identify the Partnership, Limited Liability Company or Joint Venture

The amount of equity to be contributed by the Undersigned as part of the Project's permanent financing and/or to use the Credit: \$ \_\_\_\_\_

The Net Worth of the Undersigned: \$ \_\_\_\_\_

The difference between the Net Worth and the amount of net equity to be contributed by the Undersigned (Net Worth minus amount of equity): \$ \_\_\_\_\_

The Undersigned has a Net Worth equal to or in excess of the amount of equity which is to be contributed by it to the Project. The Undersigned will maintain such Net Worth until the equity is paid into the Project.

I will notify the Washington State Housing Finance Commission of any financial changes in the Undersigned or the Project which alter any of the certifications contained herein.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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Name of entity or individual submitting this certification

By (sign): \_\_\_\_\_

Its: \_\_\_\_\_

Name (print): \_\_\_\_\_

Title: \_\_\_\_\_

SUBSCRIBED AND SWORN before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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NOTARY PUBLIC in and for the State of \_\_\_\_\_,  
residing at \_\_\_\_\_.  
My commission expires \_\_\_\_\_.

## (5) CERTIFICATION REGARDING ACQUISITION CREDIT

PROJECT NAME: \_\_\_\_\_ TC or OID # \_\_\_\_\_

I, \_\_\_\_\_, the Undersigned, being first duly sworn, hereby represent and certify under penalties of perjury that the information contained in this statement, including any attachments hereto, is true, correct, and complete. I further certify that I have the requisite authority to execute this certification.

I am executing this certification as/on behalf of the Applicant

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Name of Applicant

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Type of entity (e.g., Limited Partnership, Limited Liability Company, corporation, individual)

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State of incorporation or formation

**The Applicant understands that in order to be allocated acquisition tax credit, the Applicant must be able to certify, with regard to each building, that items 1 - 4 below are true or alternatively, that item 5 below is true.**

1. The Applicant acquired all of the building(s) included in the Project by “purchase.” “Purchase” is defined in Internal Revenue Code Section (“Code §”) 179(d)(2) and Code § 42(d)(2)(D)(iii)(I) and generally means a building was acquired in exchange for cash or other consideration and was not acquired from a related or affiliated party or inherited from a decedent.
2. None of the buildings included in the Project were “placed-in-service” during the ten years immediately preceding their acquisition by the Applicant. The Applicant understands that any “placement-in-service” during this ten year period will count, whether it was as residential rental property, trade or business property, tax-exempt activity property or personal use property. Consequently, any change in ownership during the ten year period will constitute “placement-in-service” unless the property was boarded up or similarly out of use during the entire ten year period.
3. None of the buildings included in the Project have had a “nonqualified substantial improvement” during the ten years immediately preceding their acquisition by the Applicant. “Nonqualified substantial improvement” is defined in Code § 42(d)(2)(D)(i) and generally means expenditures for capital improvements, (a) over any 24 month period which equal or exceed 25% of the building(s)' adjusted basis, and (b) with regard to which certain depreciation methods were elected.
4. None of the building(s) included in the Project were previously placed-in-service, (a) by the Applicant, or (b) by any person who was “related” to the Applicant as of the time the building(s) were previously placed-in-service by such related person. “Related” to the Applicant has the meaning set forth in Code § 42(d)(2)(D)(iii).

5. With respect to any building in the Project to which the Applicant cannot give the certifications set forth in 1-4 above, the Applicant certifies with respect to such building(s), that one of the following is true:

(Place an "X" in the applicable box)

One or more of the special, placed-in-service rules set forth in Code § 42(d)(2)(D)(ii) apply and, therefore, the building(s) identified below meet the requirements of Code § 42(d)(2)(B). The Applicant has attached a letter from legal counsel, addressed to the Commission, discussing the application of Section 42(d)(2)(D)(ii) to the specific facts and opining that it is more likely than not that each of the buildings in the Project satisfy the requirements of Code Section 42(d)(2)(B). The Applicant understands that this letter must be in a form acceptable to the Commission.

Building(s): \_\_\_\_\_

The building(s) identified below have received a waiver of Code § 42(d)(2)(B)(ii) from the IRS pursuant to Code Section 42(d)(6) and the building(s) meet all of the other requirements of Code § 42(d)(2)(B). A copy of the letter is attached to this Certification.

Building(s): \_\_\_\_\_

**The Applicant understands that the Commission may not independently determine whether the building(s) included in the Project qualify for acquisition tax credit and that the Commission is reserving and/or allocating credit to the Project based solely on this Certification. The Applicant must therefore ensure that the acquisition tax credit that is claimed is allowed under Section 42 of the Code. Even though the Commission reserves and/or allocates credit in reliance on this Certification, the IRS or the Commission will disallow or revoke a reservation or allocation of credit if it is later determined that any building in the Project does not qualify for acquisition tax credit.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Name of entity or individual submitting this certification (Applicant)

By (sign): \_\_\_\_\_

Its: \_\_\_\_\_

Name (print): \_\_\_\_\_

Title: \_\_\_\_\_

SUBSCRIBED AND SWORN before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
NOTARY PUBLIC in and for the State of \_\_\_\_\_,

residing at \_\_\_\_\_.

My commission expires \_\_\_\_\_.

## **(6) Certification of Consistency with the Ten Year Plan to End Homelessness**

I certify that the proposed project, as referenced below, is consistent with, and responsive to, local needs articulated in the County or jurisdiction's current, and approved *Ten Year Plan to End Homelessness*.

Project Name:

Project Sponsor:

Project Owner:

Project Location:

Certifying County or  
Jurisdiction:

Certifying Official:

Title:

Signature:

Date:

Phone Number:

Email: