

**ATTACHMENT 26B: CERTIFICATE REGARDING QUALIFICATION FOR PUBLIC HOUSING AUTHORITY
SET-ASIDE WHEN PUBLIC HOUSING AUTHORITY FORMED A CORPORATION TO BE SOLE
GENERAL PARTNER OR MANAGING MEMBER OF OWNERSHIP ENTITY**

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 Executive Director of the Public Housing Authority ("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 Credit 2022 Qualified Allocation Plan (the "2022 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 2022 Low-Income Housing Credits ("Housing Credits") for the Development from the Public Housing Authority Set-Aside pursuant to the 2022 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 Credit Program (the "Housing 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 Housing Credit Program by awarding Low-Income Housing 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 Housing 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 Housing 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 13-20-101 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 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 Housing 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.
 - PHA formed a not-for-profit Corporation as an instrumentality of itself and Corporation's board of directors is the same as PHA's.

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 2022 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
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.

THIS CERTIFICATE MUST BE EXECUTED BY THE SIGNATORY IN AN INDIVIDUAL CAPACITY
[Example: John L. Doe]

 Signature of Executive Director

 Date

 Type or Print Name