

## Sample

Remove colored text after preparing the certification. Text in **green highlight** is information to be provided. Text in **yellow highlight** is explanation and guidance.

### Mark-to-Market Form 7.22 Certification of (Full) TPA Documents and Request for Preliminary TPA Approval

**date**

Project Name: **name of project**  
Project Address: **street, city, state, zip**  
Project I.D. #: **FHA project number**

Dear **name of OAHP Preservation Office Director**:

The undersigned has completed a review of all the transfer of physical asset (TPA) documents proposed to be used in conjunction with the restructuring transaction for the above-referenced project, for which a full TPA review is required. The undersigned hereby recommends that the following purchaser be approved: **insert full legal name of purchaser entity, e.g. Preservation Hillside Manor, A Connecticut Limited Partnership**

The undersigned hereby certifies that the following is a complete list of ownership interests in the purchaser entity:

Name of Partner / Member	Role	Ownership Interest %
<b>e.g. Preservation Associates, Inc.</b>	<b>e.g., Sole General Partner</b>	<b>e.g. 0.50%</b>
<b>e.g. ABC Tax Credit Equity Fund</b>	<b>e.g., Limited Partner</b>	<b>e.g. 99.50%</b>
<b>TOTAL</b>		<b>100.00%</b>

Name should be full legal name of the individual / corporation / partnership. Examples of role are: sole general partner, limited partner, member of LLC, shareholder. Add additional rows to table as needed. Ownership interests must total to 100%. If the purchaser entity is a non-stock corporation (no shareholders), list the corporation itself on the first line and clarify that it is a non-stock corporation (e.g., "Preservation Associates, Inc. (a non-stock corporation)"), and show ownership interest as 100.00%.

The undersigned, and the proposed purchaser, understand that your approval, if granted, will be applicable only to the specific purchaser entity described above, and that any change to the above list of ownership interests will require a new approval. For example, if the TPA submission and TPA preliminary approval reflect Preservation Associates, Inc. as general

partner, and the purchaser later wants to substitute an affiliate of Preservation Associates, an amended Preliminary TPA Approval would have to be obtained.

The undersigned hereby certifies that the following is a complete list of proposed new principals (as defined in the instructions to Form HUD-2530). The term “principal” includes, without limitation, all general partners, the proposed management agent, individuals and/or entities who will own a 25% or greater interest in the project, individuals or entities who own 10% or more of the stock of a corporate principal, consultants to nonprofit purchasers, and officers and directors of corporate principals.

Name of Principal	Role (e.g. Management Agent)	EIN / SSN
e.g., Susan Mason Stowers	Director, Preservation Associates	999-99-9999
e.g., All other officers, directors and shareholders of Preservation Associates		
Management agent, other general partners, any 25%+ limited partners, and all other principals		

Note that Appendix D requires credit reports, and personal financial statements, for the purchaser entity. If the purchaser entity has not yet been formed and capitalized, credit reports and personal financial statements are required for all principals of the purchaser entity. Officers, shareholders and directors of corporate principals need not submit credit reports or personal financial statements if they are participating only in their corporate roles.

The undersigned hereby certifies that:

- Previous Participation clearance has been received for each new proposed principal listed above. For TPAs, proposed new principals must file Form HUD-2530 and receive written HUD clearance. This is a more rigorous and formal process than the SSN check that is done when an existing owner is pursuing a M2M debt restructure.
- The Purchaser and OAHP have executed a Restructuring Commitment.
- All requirements of OPG Appendix D have been complied with; specifically, I have determined that:

- Each proposed new principal is suitable in accordance with Mark-to-Market program requirements.
- After completion of restructuring and the proposed transfer, the referenced project will meet OAHF's criteria for soundness.
- The seller and purchaser have recited all of the consideration passing between the parties to the transfer, and have identified any identities of interest between parties contributing or receiving funds in the transaction.
- The TPA documents listed in Attachment A conform with OPG Appendix D; the Restructuring Commitment executed by you, the owner and the purchaser; and with HUD's guidelines for closing under Mark-to-Market
- PAE Counsel has reviewed the following documents. Each of the following documents complies with OPG Appendix D, Attachment 2 (referenced below by item number in Attachment 2):
  - (1) TPA Application (Form HUD-92666)
  - (2) Mortgagee Consent, if applicable
  - (4) Purchaser's Letter
  - (10) Executed But Unrecorded Sale, Option or Land Contract
  - (18) Proposed Mortgage Assumption Document
  - (19) Proposed New Regulatory Agreement
  - (20) Deferred Purchase Price Documents, If Applicable
  - (21) Proposed Deed
  - (22) Proposed Bill of Sale and Assignment
  - (23) Title Report
  - (26) Executed Organizational Documents of the purchaser
  - (27) Certification of Purchaser's Attorney
  - (29C) Allonge (if applicable)

The following are attached (one copy each):

- Organizational Documents of the purchaser entity (certified or recorded, as required for type of entity).
- Deed or assignment of the deed.
- Contract - Sale, Option or Land (recorded).
- Regulatory Agreement (new or amended).
- include copies of other related documentation, if applicable, for example:
  - Explanation if multiple transfers are proposed (App D, #15)
  - Explanation if TPA is nonprofit-to-for-profit (App D, #16)
  - If purchaser is a REIT, documentation that HUD requirements have been satisfied (App D, Attachment 2, #29A)
  - If purchaser is an LLC/LLP, documentation that HUD requirements have been satisfied (App D, Attachment 2, #29B)
  - If the property was preserved under LIHPRHA / ELIHPA, documentation that HUD requirements have been satisfied (App D, Attachment 2, #29E)

I recommend that you grant Preliminary TPA Approval for the referenced transaction.

Signed and certified by:

September 30, 2004

Name of PAE Representative

Title

date of signature

### Attachments

- Organizational Documents of the purchaser entity (certified or recorded, as required for type of entity).
- Deed or assignment of the deed.
- Contract - Sale, Option or Land (recorded).
- Regulatory Agreement (new or amended).
- include copies of other related documentation, if applicable

Public reporting burden for this collection of information is estimated to average 4 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. This information is required to obtain benefits. The office of Multifamily Housing, Office of Affordable Housing Preservation 451 7th Street SW, Room 6216 6230 Washington, DC 20410. HUD may not collect this information, and you are not required to complete this form, unless it displays a currently valid OMB control number. Title V of the Departments of Veterans Affairs and Housing and Urban Development and Independent Agencies Appropriations Act of 1988 (P.L.106 65, 111 Stat. 1384) authorizes the FHA Multifamily Housing Mortgage and Housing Assistance Restructuring Program. HUD implemented a statutory permanent program directed at FHA-insured multifamily projects that have project-based Section 8 contracts with above- market rents. The information collection is used to determine criteria eligibility of FHA-insured multifamily properties for participation in the Mark to Market program and the terms on which participation should occur. The purpose of the program is to preserve low-income rental housing affordability while reducing the long-term costs of Federal rental assistance. While no assurances of confidentiality are pledged to respondents, HUD generally discloses this data only in response to a Freedom of Information request.