

INCUMBENCY CERTIFICATE FOR LLC

\_\_\_\_\_, LLC

I, \_\_\_\_\_, do hereby certify that:

1. I am the duly elected and acting \_\_\_\_\_ of \_\_\_\_\_ LLC, a limited liability company organized and existing in good standing under the laws of the State of \_\_\_\_\_ (the "Company").

2. Attached hereto as Exhibit A is a true and correct copy of resolutions which were duly adopted by the members of the Company on \_\_\_\_\_, 20\_\_.

3. The attached resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof in the form originally adopted, and are in conformity with the Articles of Organization and Operating Agreement of the Company.

4. Attached hereto as Exhibit B is a true and correct copy of the Articles of Organization dated \_\_\_\_\_, 20\_\_ and the Operating Agreement dated \_\_\_\_\_, 20\_\_.

5. The attached Articles of Organization and Operating Agreement have not been amended rescinded or modified and are in full force and effect on the date hereof.

6. The following persons are the Authorized Officers of the Company in the capacities indicated, and the signatures set forth after their names and titles are their true and genuine signatures.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Witness, my signature and the seal of the Company this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name:

Title:

**EXHIBIT A**

**TRANSACTION AUTHORIZATION OF  
\_\_\_\_\_, LLC**

The undersigned, being the \_\_\_\_\_ of \_\_\_\_\_, LLC, a \_\_\_\_\_ limited liability company (the "Company"), hereby approves and adopts the following resolutions.

RESOLVED, that the Company is hereby authorized to enter into a [grant] [loan] in the amount of \_\_\_\_\_ (\$\_\_\_\_\_) (the ["Grant"] ["Loan"] ) from the Maryland Affordable Housing Trust ("MAHT") to the Company for the [acquisition] [development] [rehabilitation] of certain real property owned [leased] by the Company, [pursuant to that Ground Lease dated \_\_\_\_\_, 200\_\_,] in \_\_\_\_\_, Maryland, and all improvements thereon (the "Property"), which [Grant] [Loan] shall be upon those terms and conditions as the Authorized Officers of the Company (as defined below) shall deem appropriate; and

FURTHER RESOLVED, that the \_\_\_\_\_ or \_\_\_\_\_ of the Company (the "Authorized Officers") be, and each of them is, hereby authorized to execute and deliver any and all documents required by MAHT to effectuate the [Grant] [Loan], including, without limitation, assignments, deeds, leases, notes, deeds of trust, building loan agreements, regulatory agreements, guaranties, grant agreements and any other documents pertaining to the [Grant] [Loan] (the "[Grant] [Loan] Documents"); and

FURTHER RESOLVED, that the Authorized Officers be and each hereby is authorized and directed to do all other things and acts, to execute and deliver all other instruments, documents and certificates, and to pay all costs, fees and expenses as may be, in his sole judgment, necessary, proper or advisable in order to carry out and comply with the purposes and intent of these resolutions, and that all acts and deeds of the officers that are consistent with the purposes and intent of these resolutions, be, and they each hereby are, in all respects, ratified, approved, confirmed and adopted as the acts and deeds of the Company.

FURTHER RESOLVED, that all acts of the officers and agents of the Company in connection with the negotiation, execution and delivery of the [Grant] [Loan] are hereby ratified and confirmed.

FURTHER RESOLVED, the members approve the inclusion in the [Grant] [Loan] Documents of a confession of judgment clause in favor of MAHT and the same be and is hereby approved, and the execution and delivery of the [Grant] [Loan] Documents by the Authorized Officers shall be conclusive evidence of such approval.

EFFECTIVE DATE: \_\_\_\_\_

APPROVED

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

## CONTRACT AFFIDAVIT

A. **AUTHORIZED REPRESENTATIVE:** I HEREBY AFFIRM THAT I am the \_\_\_\_\_(title) and the duly authorized representative of \_\_\_\_\_ (name of recipient) and that I possess the legal authority to make this Affidavit on behalf of myself and the business for which I am acting.

B. **CERTIFICATION OF CORPORATION REGISTRATION AND TAX PAYMENT:**  
**I FURTHER AFFIRM THAT:**

(1) The business named above is a [corporation] [\_\_\_\_\_] formed in [\_\_\_\_\_ Maryland] [(other state: \_\_\_\_\_)] and registered in accordance with the Corporations and Associations Article, Annotated Code of Maryland, and that it is in good standing and has filed all of its annual reports, together with filing fees, with the Maryland State Department of Assessments and Taxation, and that the name and address of its resident agent filed with the State Department of Assessments and Taxation is:

Name: \_\_\_\_\_  
(if not a corporation, state so)

Address: \_\_\_\_\_

(2) Except as validly contested, the business has paid, or has arranged for payment of, all taxes due all government entities including the State of Maryland and has filed all required returns and reports with the Comptroller of the Treasury, the State Department of Assessments and Taxation, and the Department of Labor, Licensing and Regulation (DLLR), and all other taxing authorities, as applicable, and will have paid all withholding taxes due to the State of Maryland prior to final settlement.

C. **AFFIRMATION REGARDING BRIBERY CONVICTIONS:** I FURTHER AFFIRM THAT neither I, nor to the best of my knowledge, information, and belief, the above business (as defined in §16-101(b) of the State Finance and Procurement Article of the Annotated Code of Maryland), or any of its officers, directors, members, or partners, or any of its employees directly involved in obtaining or performing contracts with the public bodies (as defined in §16-101(f) of the State Finance and Procurement Article of the Annotated Code of Maryland), has been convicted of, or has had probation before judgment imposed pursuant to Article 27, §641 of the Annotated Code of Maryland, or has pleaded nolo contendere to a charge of, bribery, attempted bribery, or conspiracy to bribe in violation of Maryland law, or of the law of any other state or federal law, except as follows [indicate the reasons why the affirmation cannot be given and list any conviction, plea, or imposition of probation before judgment with the date, court, official or administrative body, the sentence or disposition, the name(s) of the person(s) involved, and their current positions and responsibilities with the business]:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. AFFIRMATION REGARDING OTHER CONVICTIONS: I FURTHER AFFIRM THAT** neither I, nor to the best of my knowledge, information, and belief, the above business, or any of its officers, directors, members, or partners, or any of its employees directly involved in obtaining or performing contracts with public bodies, has:

- (a) been convicted under the state or federal statute of a criminal offense incident to obtaining, attempting to obtain, or performing a public or private contract, fraud, embezzlement, theft, forgery, falsification or destruction of records, or receiving stolen property;
- (b) been convicted of any criminal violation of a state or federal antitrust statute;
- (c) been convicted under the provisions of Title 18 of the United States Code for violation of the Racketeer Influenced and Corrupt Organization Act, 18 U.S.C. §§1961, et seq., or the Mail Fraud Act, 18 U.S.C. §§1341, et. seq., for acts arising out of the submission of bids or proposals for a public or private contract;
- (d) been convicted of a violation of the State Minority Business Enterprise Law, Section 14-308 of the State Finance and Procurement Article of the Annotated Code of Maryland;
- (e) been convicted of conspiracy to commit any act or omission that would constitute grounds for conviction or liability under any law or statute described in subsection (a), (b), (c), or (d) above;
- (f) been found civilly liable under a state or federal antitrust statute for acts or omissions in connection with the submission of bids or proposals for a public or private contract;
- (g) admitted in writing or under oath, during the course of an official investigation or other proceeding, acts or omissions that would constitute grounds for conviction or liability under any law or statute described above, **except as follows** [indicate reasons why the affirmations cannot be given, and list any conviction, plea, or imposition of probation before judgment with the date, court, official or administrative body, the sentence or disposition, the name(s) of the person(s) involved and their current positions and responsibilities with the business, and the status of any debarment]: \_\_\_\_\_

**E. AFFIRMATION REGARDING DEBARMENT: I FURTHER AFFIRM THAT** neither I, nor to the best of my knowledge, information, and belief, the above business, or any of its officers, directors, members, or partners or any of its employees directly involved in obtaining or performing contracts with public bodies, has ever been suspended or debarred (including being issued a limited denial of participation) by any public entity, **except as follows** [list each debarment or suspension providing the date of the suspension or debarment, the name of the public entity and the status of the proceedings, the name(s) of the person(s) involved and their current positions and responsibilities with the business, the grounds for the debarment or suspension, and the details of each person's involvement in any activity that formed the grounds for the debarment or suspension, and the details of each person's involvement in any activity that formed the grounds for the debarment or suspension]: \_\_\_\_\_

**F. AFFIRMATION REGARDING DEBARMENT OF RELATED ENTITIES:  
I FURTHER AFFIRM THAT:**

- (1) The business was not established to, nor does it operate and it does not operate in a \_\_\_\_\_ manner designed to, evade the application of or defeat the purpose of debarment pursuant to §§16-101, et seq., of the State Finance and Procurement Article of the Annotated Code of Maryland; and
- (2) The business is not a successor, assignee, subsidiary, or affiliate of a suspended or debarred business, except as follows [indicate the reasons(s) why the affirmations cannot be given without qualification]:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SUB-CONTRACT AFFIRMATION: I FURTHER AFFIRM THAT** neither I, nor to the best of my knowledge, information, and belief, the above business, has knowingly entered into a contract with a public body under which a person debarred or suspended under Title 16 of the State Finance and Procurement Article of the Annotated Code of Maryland will provide, directly or indirectly, supplies, services, architectural services, construction related services, leases of real property, or construction.

- G. ACKNOWLEDGEMENT: I ACKNOWLEDGE THAT** this Affidavit is to be furnished to the Maryland Affordable Housing Trust and to the Department of Housing and Community Development and may be distributed to units and agents of (1) the State of Maryland; (2) counties or other subdivisions of the State of Maryland; (3) other states and their subdivisions; and (4) the federal government. I further acknowledge that this Affidavit is subject to applicable laws of the United States and the State of Maryland, both criminal and civil, and that nothing in this Affidavit or any agreement resulting from the submission of this grant application shall be construed to supersede, amend, modify, or waive, on behalf of the State of Maryland, or any unit or agent of the State of Maryland having jurisdiction, the exercise of any statutory right or remedy conferred by the Constitution and the laws of Maryland with respect to any misrepresentation made or any violation of the obligations, terms and covenants undertaken by the above business with respect to (1) this Affidavit, (2) the proposed contract, and (3) other Affidavits comprising part of the proposed contract.

**I DO SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THIS AFFIDAVIT ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE, INFORMATION, AND BELIEF.**

WITNESS:

\_\_\_\_\_

BY:

\_\_\_\_\_  
(Authorized Representative and Affiant)

Date: \_\_\_\_\_, 20\_\_

Sponsor Name: \_\_\_\_\_ ("Project Sponsor")

MARYLAND AFFORDABLE HOUSING TRUST  
ASSURANCE OF COMPLIANCE  
WITH EEO, CIVIL RIGHTS, DRUG AND ALCOHOL FREE  
WORKPLACE, AND OTHER REQUIREMENTS

**THE PROJECT SPONSOR IDENTIFIED ABOVE HEREBY AGREES THAT IT WILL COMPLY WITH:**

A. Title VI of the Civil Rights Act of 1964 (the "Act"), as amended, to the end that, in accordance with Title VI of the Act, no person in the United States shall, on the ground of race, color, or national origin be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity for which the Project Sponsor receives financial or technical assistance from the Maryland Affordable Housing Trust.

B. Title VII of the Civil Rights Act of 1964, as amended, to the end that, in accordance with Title VII of that Act, it shall be an unlawful employment practice for an employer:

1. to fail or refuse to hire or to discharge any individual, or otherwise discriminate against any individual with respect to his compensation, terms, conditions, or privileges of employment, because of such individual's race, color, religion, sex or national origin;

2. to limit, segregate, or classify his employees or applicants for employment in any way which would deprive or tend to deprive any individual of employment opportunities or otherwise adversely affect his status as an employee because of such individual's race, color, religion, sex, or national origin.

C. Title VIII of the Civil Rights Act of 1968, as amended, to the end that, it is the policy of the United States to provide, within constitutional limitations, for fair housing throughout the United States.

D. The Fair Housing Amendments Act of 1988, as amended (the "Fair Housing Amendments Act"), to the end that it shall be unlawful to discriminate against any person in the terms of the rental of a dwelling because of the familial status except with respect to "housing for older persons" (as defined in the Fair Housing Amendments Act).

E. Article 49B of the Annotated Code of Maryland, as amended, which establishes the Maryland Human Relations Commission and prohibits discrimination in employment and residential housing practices.

F. State of Maryland Executive Order 01.01.1989.18 relating to drug and alcohol free workplaces for non-State entities, promulgated November 28, 1989.

G. The Secretary of the Department of Housing and Community Development of the State of Maryland's (the "Secretary") Policy Statement on Equal Opportunity, to the end that, the Maryland

Affordable Housing Trust shall not knowingly approve grants of financial or technical assistance to recipients who are engaged in discriminatory employment practices.

H. The Secretary's Minority Business Enterprise Program which establishes a program to provide opportunities for minority contractors and vendors to participate in Department of Housing and Community Development Programs; and the minority business enterprise plan submitted by or on behalf of Project Sponsor as approved by the Department of Housing and Community Development's Equal Opportunity Officer, provided, however, that this Paragraph H shall not apply in the event that a statement is attached hereto from the Project Sponsor's equal opportunity officer stating that the general contractor is in compliance with local minority business participation programs or objectives.

I. The Department of Housing and Community Development's Relocation Policy where applicable.

J. All other related applicable Federal and State laws, regulations and rules.

**THE PROJECT SPONSOR HEREBY GIVES ASSURANCE THAT** it will immediately take any measures to effectuate this agreement.

**THIS ASSURANCE** is given on the date below, in consideration of and for the purpose of obtaining and shall continue for the period of any State financial or technical assistance extended after the date hereof to or on behalf of the Project Sponsor by the Maryland Affordable Housing Trust. The Project Sponsor recognizes and agrees that such State financial or technical assistance will be extended in reliance on the representations and agreements made in this assurance. This assurance is binding on the Project Sponsor, its successors, transferees, and assignees, and the person or persons whose signatures appear below are authorized to sign this assurance on behalf of the Project Sponsor.

**WITNESS/ATTEST:**

**PROJECT SPONSOR:**

\_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Name and Title should match Name/Title of a person authorized  
by the Corporate Resolutions and Incumbency Certificate]

Date: \_\_\_\_\_

## ***ACCESS TO PUBLIC RECORDS ACT NOTICE AND WAIVER***

Applicants should give specific attention to the identification of information furnished to the Maryland Affordable Housing Trust (MAHT) under this application which they deem confidential, commercial or financial information, proprietary information, or trade secrets and provide any justification of why this information should not be disclosed under the Maryland Access to Public Records Act, State Government Article, Part III, §§10-611 through 10-628 of the Annotated Code of Maryland. Applicants are advised that, upon request from a third party, MAHT is required to make an independent determination as to whether the information may or must be divulged to that party.

This information will be disclosed to appropriate staff of MAHT or to public officials for purposes directly connected with the administration of the programs for which its use is intended. Such information may be shared with State, Federal or local government agencies that have a financial role on the project.

MAHT intends to make available to the public certain information regarding projects recommended for funding by MAHT. Some of this information may not be disclosed under Maryland's Access to Public Records Act. By signing and delivering this application to MAHT, you hereby AGREE TO WAIVE ANY RIGHTS TO OBJECT TO OR PREVENT THE DISCLOSURE TO THE PUBLIC OF THE FOLLOWING INFORMATION: Grantee's/Borrower's name; name and location of the project; grant or loan amount and terms; amounts and source of other financing; public purpose of the grant or loan; county in which the project is located; a description of the project including the number of units and number of units set aside for the public purpose.

IN WITNESS WHEREOF, the applicant has caused this document to be duly executed in its name on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Full legal name of applicant)

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

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