

Incumbency Certificate

1. On the first line, insert the name of the Secretary of the Corporation.
2. In Section 1, insert the full legal name of the Corporation.
3. In Section 2, select the correct option based on the corporate resolutions. If the resolutions were adopted by unanimous consent, select the first option; if the resolutions were passed at a meeting, select the second option. In either case, insert the date as provided in the resolutions.
4. In Section 4, attach and label as Exhibits B and C current and complete copies of the Articles of Incorporation and Bylaws of the Corporation.
5. In Section 5, insert the name and title of all persons authorized in the resolutions to act on behalf of the Corporation. Only individuals in the positions authorized in the resolutions should be named here. For example, if the resolutions authorized only the president and executive director to act on behalf of the Corporation, under the name column, insert the name of the person actually in that position, under title, insert the correct office of that person. Each person so authorized must then sign the certificate next to his or her name in the signature column.
6. The Secretary of the Corporation must sign and date the certificate at the bottom of the page.

Corporate Resolutions

1. At the top of Page 1, insert the full legal name of the Corporation.
2. In Section I, select either A or B by checking the line in front of the selection. Option A is for corporations which authorized the action at a meeting. Option B is for corporations which authorized the action without a meeting, but obtained the approval of all board members.
3. In Section II, paragraph 1:
 - a. insert the amount of funding requested.
 - b. strike and initial the type of work to be done on the project. For example, if the project will be for rehabilitation only, strike the words construction and acquisition.
 - c. Insert the name of the County (or Baltimore City) where the project will be undertaken.
 - d. Insert the titles of the officers who are authorized to act on behalf of the Corporation in connection with the grant or loan. These will be the only persons who may sign grant or loan documents or other agreements with the Maryland Affordable Housing Trust. Typical officers with this authority are one or more of the following: president, vice president, secretary, treasurer, executive director.
4. In Section III, select either option A or B. This must be consistent with your choice in Section I. If the resolutions were passed at a board meeting, option A should be selected and completed by the Secretary of the Corporation. If the resolutions were passed by unanimous consent, without a meeting, option B should be selected and all directors must sign and the resolutions should be dated as of the last signature.

INCUMBENCY CERTIFICATE FOR CORPORATION

I, _____, do hereby certify that:

1. I am the duly elected and acting Secretary of _____, a corporation organized and existing in good standing under the laws of the State of Maryland (the "Corporation");

2. Attached hereto as Exhibit A is a true and correct copy of resolutions which were duly adopted: **[CHECK ONE OF THE FOLLOWING AND COMPLETE]**

(a) ___ by unanimous consent of the Board of Directors of the Corporation on _____, 20__; **OR**

(b) ___ by resolution of the Board of Directors at a meeting held 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 Charter/Articles of Incorporation and Bylaws of the Corporation.

4. The Charter/Articles of Incorporation, attached hereto as Exhibit B, and the Bylaws of the Corporation, attached hereto as Exhibit C, have not been amended, rescinded, or modified and are in full force and effect on the date hereof.

5. The following persons are duly elected, qualified and acting officers of the Corporation in the capacity indicated, and the signatures set forth after their names and titles are their true and genuine signatures:

[INCLUDE ALL OFFICERS AUTHORIZED TO EXECUTE THE GRANT/LOAN DOCUMENTS]

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

WITNESS, my signature and the seal of the Corporation this ___ day of _____, 20__.

_____(SEAL)
Secretary

EXHIBIT A
[Name of Corporation]

(the "Corporation")

CORPORATE RESOLUTIONS/CONSENT OF DIRECTORS

[I. SELECT APPROPRIATE PARAGRAPH AND CHECK ONE; FILL IN INFORMATION]

A.____ I, _____, the undersigned, Secretary of the Corporation, do hereby certify that the following resolutions were adopted by the Board of Directors at a meeting of the Board of Directors:

B.____ Pursuant to the provisions of Section 2-408 of the Maryland General Corporation Law, we, the undersigned, constituting all of the Directors of the Corporation, do hereby consent to the following action required or permitted to be taken at a meeting of the Directors of the Corporation, as having been unanimously adopted by a vote of all of the Directors, without the necessity of any formal meeting being held:

[II. FILL IN INFORMATION FOR RESOLUTIONS; CROSS OUT INAPPLICABLE LANGUAGE]

RESOLVED: That the Corporation is hereby authorized to apply for and accept a \$_____ [grant] from the Maryland Affordable Housing Trust, a public instrumentality of the State of Maryland (the "Grant"), in connection with [operating assistance for] [the acquisition of] [the pre-development costs of] [the construction of] [the rehabilitation of] certain property(ies) located in _____ County [Baltimore City], Maryland (the "Project"), which [Grant] [Loan] shall be upon those terms and conditions as the **[INDICATE AUTHORIZED OFFICER(S)]**: _____ of the Corporation (the "Authorized Officer(s)") shall deem appropriate;

FURTHER RESOLVED: That the approval of this Board of Directors is hereby deemed conclusively evidenced by the execution of any and all documents required to effectuate the [Grant] [Loan] and to effectuate the Project, including, without limitation, assignments, deeds, leases, notes, deeds of trust, disbursement agreements, building loan agreements, grant agreements, financing and regulatory agreements, notice of repayment agreements, equity participation agreements, guaranties, agreements and any other documents pertaining to the [Grant] [Loan] or the Project, by the Authorized Officer(s) of the Corporation, and the Secretary or Assistant Secretary of the Corporation be, and each of them is, hereby authorized to attest the signatures of the Authorized Officer(s) and to certify a copy of these resolutions to any party having a valid interest therein;

FURTHER RESOLVED: That the inclusion in the referenced documents of a confession of judgement clause in favor of the Maryland Affordable Housing Trust be and is hereby approved;

FURTHER RESOLVED: That the Authorized Officer(s) of the

Corporation be, and hereby are, authorized to do any and all acts which in their judgement may be necessary or advisable to carry out the intent of these resolutions.

[III. SELECT ONE OF THE FOLLOWING CONSISTENT WITH SECTION I]

[A. FOR RESOLUTION AT MEETING]

WITNESS, my signature and the seal of the Corporation this ____ day of _____, 20____.

_____(SEAL)
Secretary

* * * * *

[B. FOR RESOLUTION BY UNANIMOUS CONSENT]

IN WITNESS WHEREOF, we have each signed this Consent of Directors, which may be signed in one or more counterparts, each of which, when taken together, shall constitute one and the same instrument, as of _____, 20____.

[FOR UNANIMOUS CONSENT, ALL DIRECTORS MUST SIGN]

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), nor any of its officers, directors, or partners, nor 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 imposed pursuant to §§6-221 and 6-222 of the Criminal Procedure Article, Annotated Code of Maryland, as may be amended from time to time, or has had probation before judgment pursuant to Criminal Procedure Article, §6-220, Annotated Code of Maryland, as may be amended from time to time, 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. Title 20 of the State Government Article of the Annotated Code of Maryland, as amended, which establishes the Commission on Human Relations 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 Americans with Disabilities Act of 1990, as amended.

H. 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.

I. 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.

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

K. 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 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, regulatory or law enforcement role in 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: _____