

## 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 7.24 Certification of (Modified) TPA Documents from PAE to OAHP Preservation Office Director, and Request for Preliminary TPA Approval

**date**

Project Name: **name of project**  
Project Address: **street, city, state, zip**  
Project I.D. #: **FHA project number**  
Mortgagor Entity: **full legal name of mortgagor entity**

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 modified TPA review is required.

I recommend that you grant TPA Approval for the referenced transaction. This approval, if granted, will permit the parties to close the TPA. The undersigned, and the proposed new principal(s), understand that your approval, if granted, will be applicable only to the specific proposed new principals described below, and that any change to the below list of proposed new principals will require a new approval.

**If there are no post-closing conditions, use this.** Pursuant to OPG Appendix D, no further HUD approval will be needed.

**If there are post-closing conditions, use this.** Subsequent to the closing of the TPA, the parties must submit the following documentation for PAE and OAHP approval, within **reasonable period such as 45 days** after the TPA closing:

- **If applicable, see Attachment 1 item 4. Describe any “amended organizational documents” required to be submitted as-closed. Typically, the amendment will simply reflect the departure of the exiting principal(s) and the addition of the new principal(s).**
- **If applicable, see Attachment 1 item 5A. Describe any “additional financing documents” required to be submitted as-closed.**
- **If applicable, see Attachment 1 item 9B. Describe any “deferred purchase price documents” required to be submitted as-closed.**

- If applicable, see Attachment 1 item 9A. Describe any other documents normally required only for full TPAs for which as-closed documents are required to be submitted.

The undersigned hereby certifies that the following is a complete list of current ownership interests in the Mortgagor Entity: **reflects ownership prior to TPA**

Name of Partner / Member	Role	Ownership Interest %
e.g. ABC Development, Inc.	e.g., Sole General Partner	e.g. 5.00%
e.g. list 19 individual limited partners	e.g., Limited Partner	e.g. 5.00% each
<b>TOTAL</b>		<b>100.00%</b>

The undersigned hereby certifies that the following is a complete list of proposed ownership interests in the Mortgagor Entity: **reflects proposed ownership after TPA**

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

For each of the two preceding tables, name should be full legal name of the individual / corporation / partnership. Examples of role are: sole general partner, limited partner, member of LLC, shareholder. Ownership interests should be shown to two decimal places (e.g., 2.55%) and must total to 100%.

The undersigned hereby certifies that the following is a complete list of 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, or 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 New Proposed 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		



The following are attached (one copy each):

- New (or Proposed Amended) Organizational Documents
- include copies of other related documentation, if applicable (i.e. any agreements between the exiting and entering principals, additional documents required in Appendix D Attachment 1 if proposed transfer is of a 50% or greater interest)

Signed and certified by:

Name of PAE Representative  
Title  
date of signature

**Attachments**

- New (or Proposed Amended) Organizational Documents.
- other documentation as applicable