

**Exhibit B****ISSUER CERTIFICATE**

The undersigned is the \_\_\_\_\_ of \_\_\_\_\_ (the "Issuer"), the governmental unit which has issued bonds to finance a residential rental project located in \_\_\_\_\_, County of \_\_\_\_\_, State of Colorado (the "Project"). The owner of the Project is \_\_\_\_\_ (the "Owner"). In connection with the Owner's request, made to the Colorado Housing and Finance Authority (the "Authority"), for issuance of Internal Revenue Service Form 8609 evidencing allocation of low-income housing tax credits under Section 42 of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder (the "Code") with respect to certain buildings in the Project, the Issuer certifies to the Authority as follows:

1. On \_\_\_\_\_, 20\_\_\_\_, the Issuer issued \$ \_\_\_\_\_ principal amount of obligations, the interest on which is exempt from federal income taxation pursuant to Section 103 of the Code (the "Bonds"). The proceeds of the Bonds net of any amounts applied to pay costs of issuance or to fund a debt service reserve were used to provide financing ("Financing") of the Project. A copy of the Internal Revenue Service Form 8038 filed with respect to the Bonds is attached hereto.

2. The Issuer received an allocation of private activity bond volume cap with respect to the Bonds pursuant to the Colorado Private Activity Bond Ceiling Allocation Act in an amount equal to the principal amount of the Bonds.

3. The resolution or indenture pursuant to which the Bonds were issued provides that principal payments on the Financing are applied within a reasonable period to pay or redeem the Bonds.

4. The buildings in the Project which are the subject of the Owner's request for low-income housing tax credits are identified, by address, in Exhibit A attached hereto (the "Buildings"). Fifty percent (50%) or more of the aggregate basis of each such building and the land on which the building is located was financed by proceeds of the Bonds.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Issuer

By: \_\_\_\_\_

Exhibit A

The Buildings

Building Address and Designation (Street Address/City, State, Zip)	Placed-in- Service Date	BIN (Assigned by CHFA, reflecting the year of credit allocation.)